BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF DELAWARE

IN THE MATTER OF THE APPLICATION OF	)
THE VANGUARD GROUP, INC., ET AL.	)
PURSUANT TO 26 DEL. C. § 215 PERTAINING	)
TO THE DISCLAIMER OF CONTROL OF	)
CERTAIN PUBLIC UTILITIES	)

APPLICATION OF THE VANGUARD GROUP, INC., ET AL. PURSUANT TO 26 DEL. C. § 215 PERTAINING TO THE DISCLAIMER OF CONTROL OF CERTAIN PUBLIC UTILITIES

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I. INTRODUCTION

1. Pursuant to 26 Del. C. § 215(b), The Vanguard Group, Inc. ("Vanguard"), on its own behalf and on behalf of its related entities (collectively, the "Vanguard Group" or the "Applicant", including (a) the 34 affiliated Delaware statutory trusts listed on Schedule 1 attached hereto (the "Vanguard Trusts"), (b) the affiliated U.S.-registered mutual funds that are established as and constitute separate series of the Vanguard Trusts (the "Vanguard Mutual Funds"), and (c) the affiliated non-U.S. registered funds in jurisdictions such as Australia, Canada, Ireland, the United Kingdom, and Hong Kong (together with the Vanguard Mutual Funds, each, a "Vanguard Fund" and collectively, the "Vanguard Funds")), hereby submits this application (this "Application") seeking a determination by the Delaware Public Service Commission (the "Commission"), that (1) the direct or indirect ownership of up to 20% of the voting securities of any of the public utilities (as defined in 26 Del. C. § 102(2)) set forth on Schedule 2 attached hereto (each, a "Utility" and, collectively, the "Utilities") by the Vanguard Advised Funds (as defined below) or up to 10% of the voting securities of a Utility by any individual Vanguard Fund (in each case, the "Proposed Ownership"),[1] does not constitute "control" of such Utility by the Applicant under 26 Del. C. § 215(b) or, (2) in the alternative, that such Proposed Ownership is approved. As discussed in more detail below, the Vanguard Group includes hundreds of separate funds, each with its own group of investors, portfolios of securities and individual investment mandate. Many of these funds--independently, on behalf of their respective investors, and exclusively for investment purposes—have at various times acquired and sold, as well as currently hold, publicly-traded securities of the Utilities. In support of this application, the Vanguard Group respectfully submits the following.[2]

II. BACKGROUND

The Vanguard Group

2. Vanguard was incorporated in Pennsylvania on September 24, 1974. The Vanguard Group is one of the world's largest mutual fund complexes, offering a large selection of low-cost mutual funds, exchange traded funds, advice and related services. Vanguard is also credited with creating the first index fund available to individual investors and popularizing index funds generally. An index fund is a mutual fund or exchange-traded fund ("ETF") that does not pick and choose its investments, but instead holds all or substantially all of the stocks or bonds that make up a particular market index. Vanguard is registered with the Securities and Exchange Commission (the "SEC") as an investment adviser under the Investment Advisers Act of 1940, as amended, and as a transfer agent under the Securities Exchange Act of 1934, as amended.

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[1] Schedule 2 is a table reflecting all of the Utilities of which voting securities are held by one or more of the funds that comprise the Vanguard Group complex as of September 30, 2020. This table also provides detail about the percentage holdings of relevant outstanding voting securities for each Utility at issue.

[2] A copy of Subchapters I and II of Title 26 of the Delaware Code, as in effect on the date of this Application, is attached hereto as Exhibit A.

3. From its start over 40 years ago, the Vanguard Group has been structured as a client-owned mutual fund company with no outside owners seeking profits. In this structure, which remains unique in the mutual fund industry, fund investors own the Vanguard Funds. Vanguard is in turn owned and operated by the Vanguard Mutual Funds, which are organized as series of the Vanguard Trusts, each of which is a registered investment company under the Investment Company Act of 1940, as amended (the "1940 Act"). An organizational structure chart is attached hereto as Exhibit B.

4. Vanguard is governed by a 10-member board of directors, whose members also serve as members of the boards of trustees for the Vanguard Funds. Nine of the 10 board members are independent directors/trustees who are not employed by Vanguard or any of the Vanguard Funds they oversee. Vanguard, together with its affiliates, provides the Vanguard Mutual Funds with corporate management, administrative, investment management and distribution services at cost. The board of trustees of each Vanguard Fund considers issues and makes decisions in the best interest of each individual Vanguard Fund and does not consider issues or make decisions considering the interests of Vanguard or any combination of the Vanguard Funds.

The Vanguard Funds

5. The Vanguard Mutual Funds consist of more than 190 U.S. mutual funds, which are established as separate series of the 34 Vanguard Trusts. Each of the Vanguard Mutual Funds is owned by a separate group of investors and has its own assets and liabilities, which are not available to any other Vanguard Mutual Fund. Generally, each Vanguard Mutual Fund is treated as if it were a separate entity for legal, tax and accounting purposes. Outside of the United States, Vanguard offers a number of non-U.S. registered funds in jurisdictions such as Australia, Canada, Ireland, the United Kingdom, and Hong Kong. Vanguard Funds do not seek to control the day-to-day management or business decisions of the companies they own. Rather, they are passive institutional investors that seek to own companies in furtherance of each individual fund's investment objective.

6. Each of the Vanguard Funds has its own unique investment strategies, policies, and objectives. The vast majority of the Vanguard Funds generally may be classified as investment vehicles having holdings that reflect and track the performance of a specified reference index (created and maintained by an independent third party), and therefore, because investment decisions are not based on Vanguard's investment judgment, are passively managed (the "Vanguard Index Funds"). Index funds purchase and maintain positions in securities in approximate proportion to the weight of such securities in each fund's respective index. Accordingly, a Vanguard Index Fund may acquire (directly or indirectly) equity securities of a Utility (or its parent holding company) that is included in the fund's reference index, and may adjust the fund's holdings of such securities as necessary to reflect changes to the underlying index and/or net cash flow into or out of the fund from investors.

7. A smaller minority of Vanguard Funds are conversely non-indexed funds and therefore managed according to traditional methods of active investment management, involving the buying and selling of securities based on economic, financial and market analyses and

investment judgment (the "Vanguard Non-Index Funds"). Independent, third-party investment advisers provide investment advisory services to and exercise investment discretion (i.e., the unilateral ability to select securities for purchase and sale) on behalf of most of the Vanguard Non-Index Funds.[3] Independent investment discretion is exercised on behalf of each Vanguard Non-Index Fund, and no Vanguard Non-Index Fund invests with the goal, purpose, or effect of controlling any portfolio company.[4]

8. Vanguard provides investment advisory services to, and exercises investment discretion on behalf of, some but not all of the Vanguard Funds (such Vanguard Funds to which Vanguard provides investment advisory services and on behalf of which Vanguard exercises investment discretion, including all of the Vanguard Index Funds and the Vanguard Managed Sleeves (as defined in paragraph 10 below), the "Vanguard Advised Funds"), in each case in accordance with such Vanguard Advised Fund's individual investment mandate. Each Vanguard Advised Fund delegates to Vanguard proxy voting authority over the voting securities of its portfolio companies. As a general matter, each Vanguard Advised Fund has adopted a proxy voting policy that describes how Vanguard must administer a fund's proxy vote and has established, with the approval of its board of trustees, a proxy oversight committee (the "Committee") whose oversight is subject to the proxy voting policy. Vanguard, in administering the voting of securities for a Vanguard Advised Fund, is subject to the proxy voting policy of that Vanguard Advised Fund and the oversight of its Committee, which reports directly to the fund's board of trustees.

9. In addition, certain Vanguard Funds (including the Vanguard Non-Index Funds) may hire an independent third-party investment adviser (in addition to, or in place of, Vanguard) to provide investment advisory services to, and exercise investment discretion on behalf of, such Vanguard Funds (such Vanguard Funds, as more fully defined in paragraph 10 below, the "Externally Advised Funds").

10. To the extent that Vanguard provides investment advisory services to, and exercises investment discretion on behalf of an Externally Advised Fund, it does so only with respect to specifically identified subsets (or "sleeves") of an Externally Advised Fund's securities (each, a "Vanguard Managed Sleeve"). Vanguard provides investment advisory services to and exercises investment discretion on behalf of an Externally Advised Fund with respect to only those securities

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[3] Vanguard, through its Quantitative Equity Group ("QEG"), provides investment advisory services for 6.13% of the Vanguard Non-Index Funds as of September 30, 2020. QEG uses quantitative modeling to select securities.

[4] The Vanguard Non-Index Funds that are advised by independent third-party investment advisers delegate proxy voting authority over their voting securities to such advisers. Voting decisions for these Vanguard Non-Index Funds are made pursuant to proxy voting procedures and guidelines adopted by each third-party investment adviser. Therefore, each such adviser is responsible for making proxy voting decisions on behalf of each Vanguard Non-Index Fund it advises. Vanguard has no proxy voting authority over the securities held by the Vanguard Non-Index Funds that are advised by third-party investment advisers.

held in a Vanguard Managed Sleeve of such Externally Advised Fund. ***Therefore, to describe completely and accurately the Utility securities over which Vanguard exercises investment discretion, for purposes of this Application (including Schedule 2), the term "Vanguard Advised Funds" includes not only Vanguard Funds to which Vanguard provides investment advisory services and on behalf of which Vanguard exercises investment discretion (including all of the Vanguard Index Funds), but also the Vanguard Managed Sleeves, and concomitantly the Vanguard Managed Sleeves are not included within the scope of the term "Externally Advised Funds".*** [5]

Vanguard's Securities Ownership

11. The Vanguard Funds (both Vanguard Advised Funds and Externally Advised Funds) are passive investors in the portfolio companies they own. Vanguard therefore discloses any Vanguard Funds' holdings of a Utility that exceed 5% on SEC Schedule 13G (a short-form

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[5] As of September 30, 2020, Vanguard, through QEG, exercises investment discretion over Utility securities in three Vanguard Managed Sleeves, as follows:

1. ***Vanguard Equity Income Fund***: The investment advisers are Wellington Management Company LLP ("Wellington") and Vanguard. The portion of this Externally Advised Fund on behalf of which Wellington exercises investment discretion holds 0.7193% of Exelon's voting securities and 0.2577% of the voting securities of Verizon Communication. The Vanguard Managed Sleeve of this Externally Advised Fund holds 0.2942% of Exelon's voting securities and 0.1250% of the voting securities of Verizon Communications.

2. ***Vanguard Variable Insurance Fund – Equity Income Portfolio***: The investment advisers are Wellington and Vanguard. The portion of this Externally Advised Fund on behalf of which Wellington exercises investment discretion holds 0.0337% of Exelon's voting securities and 0.0125% of voting securities of Verizon Communications. The Vanguard Managed Sleeve of this Externally Advised Fund holds 0.0137% of Exelon's voting securities and 0.0058% of the voting securities of Verizon Communications.

3. ***Vanguard Growth and Income Fund***: The investment advisers are D. E. Shaw Investment Management ("DESIM"), Los Angeles Capital ("LA Capital"), and Vanguard. The portion of this Externally Advised Fund on behalf of which LA Capital exercises investment discretion holds no voting securities of Exelon, but holds 0.0114% of the voting securities of Verizon Communications. The portion of this Externally Advised Fund on behalf of which DESIM exercises investment discretion holds 0.0049% of Exelon's voting securities and 0.0.0238% of the voting securities of Verizon Communications. The Vanguard Managed Sleeve of this Externally Advised Fund holds 0.0657% of Exelon's voting securities and 0.0155% of the voting securities of Verizon Communications.

ownership disclosure form that is reserved principally for passive investors); copies of the most recent filings are attached hereto as Exhibit C. Further, the Vanguard Funds' publicly-filed registration statements state that the funds do not seek to acquire, individually or collectively with any other Vanguard Fund(s), enough of a portfolio company's outstanding voting stock to have control over its management decisions. All Vanguard Funds, therefore, make investments exclusively for investment purposes. These investments are not proprietary investments of Vanguard, but rather, are made on behalf of each Vanguard Fund's investors. No Vanguard Fund (whether a Vanguard Advised Fund or an Externally Advised Fund) invests in coordination with Vanguard or any other Vanguard Fund.

12. As of September 30, 2020, the Vanguard Funds own the percentages of outstanding voting securities of each of the Utilities as set forth on Schedule 2. As indicated on Schedule 2, the Vanguard Advised Funds do not directly or indirectly own more than 8.66% of the voting securities of any Utility, and only one individual Vanguard Fund owns more than 3% of such voting securities.[6] The Vanguard Advised Funds and the Externally Advised Funds, on an aggregate basis, own more than 10% of the voting securities of two of the Utilities.[7]

FERC Authorization

13. On August 9, 2019, the Federal Energy Regulatory Commission ("FERC") granted a blanket authorization to the Applicant, a copy of which is attached hereto as Exhibit D (the "FERC Order"). The blanket authorization permits the Applicant, in the aggregate, to purchase no more than 20% of the voting securities of utilities whose voting securities are traded on U.S. public exchanges, and it also permits individual Vanguard Funds to purchase up to 10% of such voting securities. The granting of this blanket authorization was predicated on facts and representations substantially similar to those made in this Application, with one notable difference. At the time the Applicant sought and obtained the FERC Order, the Applicant had not yet delegated proxy voting authority to the third-party investment advisers that provide investment advisory services to, and exercise investment discretion on behalf of, certain of the Vanguard Funds. Subsequent to FERC granting the FERC Order, the Applicants so delegated this proxy voting authority.

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[6] Vanguard Total Stock Market Index Fund owns 3.52% of the voting securities of Artesian Resources Corporation, parent company of Artesian Water Company, Inc.

[7] Although the Vanguard Advised Funds and the Externally Advised Funds, on an aggregate basis, own 14.36% of the voting securities of Exelon, parent company of Delmarva Power, and 10.62% of Comcast Corporation, parent company of Comcast Cable Communications, LLC, the Applicant's position is that the ownership of the Vanguard Advised Funds and the Externally Advised Funds should not be aggregated for purposes of determining "control" of such Utilities within the meaning of 26 Del. C. § 215(b), for the reasons described in Section III.A. of this Application.

III. REQUESTED COMMISSION DETERMINATIONS AND LEGAL STANDARDS

A. Determination that the Proposed Ownership does not Confer Control

14. The Applicant requests a determination by the Commission that approval pursuant to 26 Del. C. § 215(b) is not required because the Proposed Ownership would not confer control of the Utilities upon the Applicant or any Vanguard Fund.

15. The provisions of 26 Del. C. § 215(b) establish a presumption that the direct or indirect ownership of 10% or more of the voting securities of a public utility constitutes "control" thereof. The statute also provides that the presumption can be rebutted by a showing that such ownership does not in fact confer control. Under 26 Del. C. § 215(b), "control" is defined as "the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a public utility, whether through the ownership of voting securities, by effecting a change in the composition of the board of directors, by contract or otherwise."

16. As of September 30, 2020, the Vanguard Funds own the percentages of outstanding voting securities of the Utilities as set forth on Schedule 2. As indicated on Schedule 2, neither the Externally Advised Funds alone nor the Vanguard Advised Funds alone directly or indirectly own more than 9% of the voting securities of any Utility, and only one individual Vanguard Fund owns more than 3% of such voting securities (as noted in footnote 6 above). The Vanguard Advised Funds and the Externally Advised Funds, on an aggregate basis, own more than 10% of the voting securities of two Utilities, but the holdings of the Externally Advised Funds and the holdings of the Vanguard Advised Funds should not be aggregated for purposes of determining control. Vanguard does not provide investment advisory services to, or exercise investment discretion on behalf of Externally Advised Funds.[8] The board of trustees of each Externally Advised Fund has delegated proxy voting responsibilities to a third party advisory firm, which is not affiliated with Vanguard. As a result of the exercise of investment discretion by such third party adviser over, and the proxy voting policies with respect to, the voting securities held by each Externally Advised Fund, Vanguard has no role in connection with decisions regarding any Externally Advised Fund's acquisition or divestiture of investments or the exercise of any voting authority in connection therewith. The third party adviser of such Externally Advised Fund is the sole decision maker with respect to its assets, including Utility securities. As Vanguard does not have any role in connection with decisions regarding any Externally Advised Fund's investment in a Utility, the ownership of Vanguard Advised Funds and Externally Advised Funds therefore should not be aggregated for purposes of determining "control" of the Utility within the meaning of 26 Del. C. § 215(b).

17. In any event, none of the investments by the Vanguard Funds in the Utilities result in the acquisition or transfer of actual control of the Utilities. The Vanguard Funds are passive investors in the portfolio companies they own and make investments exclusively for investment purposes. This means that the Vanguard Funds do not invest, individually or in the aggregate, to

[8] As explained in paragraph 10 of this Application, the outstanding voting securities of Utilities that are held in Vanguard Managed Sleeves are not treated as part of, or included in the calculation of, the ownership percentages of securities held in the Externally Advised Funds.

control or influence the day-to-day management or policies of any portfolio company. As discussed above, the Applicant discloses on SEC Schedule 13G the Vanguard Funds' holdings in any Utility in which they hold more than 5% of the voting securities.[9] A Schedule 13G filer acquires such securities in the ordinary course of business and not with the purpose or effect of changing or influencing control.[10] Relevant holdings of all Vanguard Funds are disclosed on SEC Schedule 13G consistent with SEC rules, which reflect the Vanguard Funds' position that such investments are for passive investment purposes only.

18. Additionally, Vanguard and the Vanguard Funds are prohibited from exercising control over the Utilities as a consequence of commitments set forth in the FERC Order. FERC incorporated into the FERC Order certain commitments made by the Vanguard Group (similar to those being made in this Application), among which is a commitment that the Vanguard Group will maintain its status as a beneficial owner of securities eligible to file SEC Schedule 13G. Because maintaining its eligibility as a Schedule 13G filer requires that the Vanguard Group act as a passive investor, the FERC Order effectively prevents the Vanguard Group from taking any actions with the intent or purpose of controlling any Utility (e.g., appointing members to boards of directors, engaging in day-to-day management, or launching a proxy contest to influence a transaction).

19. The Vanguard Funds' publicly-filed registration statements provide further support for the conclusion that the Vanguard Funds do not control any of the Utilities. Specifically, such registration statements provide that the Vanguard Funds do not seek to acquire, individually or collectively with any other Vanguard Fund(s), enough of a portfolio company's outstanding voting

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[9] This matter involves, in the first instance, a request for relief substantially similar to that sought from this Commission approximately five years ago by T. Rowe Price Associates, Inc. ("TRP"). In that instance, TRP requested a disclaimer of control from the Commission that would permit TRP to beneficially own more than 10% of the voting securities of various affiliates of Chesapeake Utilities Corporation ("CPK"). Like the Applicant here, TRP was eligible to file, and represented that it would continue to be eligible to file, a SEC Schedule 13G filing because its beneficial ownership was in the ordinary course of its business for investment purposes only. *See Application Letter from T. Rowe Price Associates, Inc. to the Public Service Commission of Delaware Re: Disclaimer of Affiliation* (Nov. 11, 2015) (unpublished) (on file with the Public Service Commission of Delaware).

[10] *See* 17 C.F.R. § 240.13d-1. Additionally, SEC Rules generally restrict eligibility to file a Schedule 13G to those investors with beneficial ownership of less than 20% of an issuer's outstanding voting securities. Institutional investors, such as SEC-registered mutual funds and SEC-registered investment advisers under 17 C.F.R. § 240.13d-l.(b)(1) are not presumed to invest with the intent to control (and thus remain eligible to file a Schedule 13G) unless their beneficial ownership exceeds 25% of an issuer's outstanding voting securities. *See* 15 C.F.R. § 80a-2(a)(9). At this time, the Applicant does not seek or propose to beneficially own more than 20% of any relevant issuer's securities, in the aggregate across all Vanguard Advised Funds, for purposes hereof.

stock to have control over management decisions.[11] These registration statements likewise state that Vanguard Funds do not invest for the purpose of controlling a company's management.[12] Vanguard is required to comply, both by internal policies and external regulation, with disclosures made in a Vanguard Fund's prospectus and statement of additional information. Fundamentally, an attempt to exercise control by a Vanguard Fund would be beyond the scope of its investment mandate, which requires that all investments be made exclusively for investment purposes and specifically without the purpose or effect of changing or influencing the control of a company.

20. The extensive internal and external controls governing the Vanguard Group's activities, including securities regulation and enforcement by the SEC, oversight by FERC, internal policies, and other relevant agreements, individually and collectively, reflect the Applicant's fundamental commitment to passive investing. The protections in place prevent the Vanguard Group and the Vanguard Funds from directly or indirectly possessing the power to direct or cause the direction of any Utility's management and policies. In support of the foregoing, the Applicant makes the following additional representations to the Commission:

a. The Vanguard Funds will continue to act as passive, institutional investors, and will not, individually or collectively, seek to control the day-to-day management of any Utility and in that regard will continue to remain eligible to disclose holdings of any Utility by the Vanguard Funds on SEC Schedule 13G.

b. The Applicant does not, outside the ordinary course of its business, have any material relationships or transactions with a Utility other than its beneficial ownership of a Utility's voting securities.

c. The Applicant does not now currently have a right to representation on the board of any Utility, nor does it intend to seek representation on the board of any Utility or any other body managing the policies and operations of a Utility. Further, the Applicant does not have, or intend to have, the power to direct or cause the direction of the management and policies of a Utility, by way of its ownership interests, its contractual rights or otherwise.

d. The Vanguard Advised Funds will not own more than 20% of the voting securities of any Utility, and no individual Vanguard Fund will own more than 10% of the voting securities of any Utility.

21. For the reasons stated above, the Proposed Ownership will not confer upon the Applicant, directly or indirectly, "the power to direct or cause the direction of the management and policies" of any Utility within the meaning of 26 Del. C. § 215(b), and the Commission can be assured that the Vanguard Funds will continue to act as passive, institutional investors, and will not, individually or collectively, seek (i) to control the day-to-day management of any Utility, or

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[11] *See, e.g.*, Vanguard 500 Index Fund: Statement of Additional Information, at B-13 (Apr. 28, 2020), *available at* http://www.vanguard.com/pub/Pdf/sai040.pdf.

[12] *Id.*

(ii) representation on the board of directors or other body managing the policies and operations of any Utility.

B. Approval Pursuant to 26 Del. C. § 215(b)

22. Notwithstanding the request in Subsection A of this Section III, the Applicant requests, in the alternative, the Commission's approval of the Proposed Ownership pursuant to 26 Del. C. § 215(b), which requires Commission approval for the direct or indirect acquisition of control of a public utility doing business in Delaware. Pursuant to 26 Del. C. § 215(d), the Commission must approve such acquisition when it finds that the same is to be made in accordance with law, for a proper purpose and is consistent with the public interest. As explained below, the Proposed Ownership is in accordance with law, for a proper purpose and is consistent with the public interest.

23. The Proposed Ownership involves solely passive investments, and therefore will not have an adverse impact on rates, Utility personnel, or the provision of safe and adequate utility service to Delawareans. Rather, the passive investments comprising the Proposed Ownership will result in an increase in financial resources for the Utilities, which will give the Utilities an increased ability to make capital expenditures for the benefit of their customers, and such capital expenditures could benefit customers in the form of improved service as well as help retain and create jobs for Delawareans.

24. The Proposed Ownership, as explained above, will not allow the Applicant or any Vanguard Fund to control the management or operations of a Utility, and the Applicant will not engage in any day-to-day operational decisions of a Utility as a result of the Proposed Ownership. Further, the Applicant's beneficial ownership interest will be held for investment purposes only, and the Applicant will not have any power or any intention to manage or control a Utility's operations in connection with the Proposed Ownership; rather, the Vanguard Funds will act solely as non-controlling, passive investors. Moreover, the Applicant reaffirms its commitment to complying with all applicable laws, rules, and regulations in connection with the Proposed Ownership.

25. The Proposed Ownership will not have an adverse impact on competition in any Utility's industry, the service area served by any Utility, or any Utility's current debt or capital structure, or have any adverse impact on a Utility. Each Utility is expected to continue in operation as a Delaware public utility subject to the jurisdiction of the Commission and without any reduction in the Commission's existing oversight or regulatory authority. Further, the Proposed Ownership will be transparent from a Utility customer perspective as current rates, policies, and personnel will not change as a result of the Proposed Ownership.

26. For the reasons stated above, the Proposed Ownership is made in accordance with law, for a proper purpose and in the public interest and should, therefore, be approved.

IV. CONCLUSION

27. For all of the reasons set forth in and supported by this Application, the Commission should find that (i) the Proposed Ownership does not confer control of any Utility to the Applicant or any Vanguard Fund, or (ii) in the alternative, the Proposed Ownership is in accordance with law, for a proper purpose and consistent with the public interest.

WHEREFORE, the Applicant respectfully requests that the Commission:

(a) determine that the Proposed Ownership does not confer control of a Utility (within the meaning of 26 Del. C. § 215(b)) upon the Applicant or any Vanguard Fund; or

(b) find that the Proposed Ownership satisfies the requirements of 26 Del. C. § 215(d) and grant approval of the Proposed Ownership pursuant to 26 Del. C. § 215; and

(c) grant any other approvals as it may determine are necessary in order for the Proposed Ownership to be lawfully consummated; and

(d) grant such other relief as may be reasonable and necessary; and

(e) extend the benefit of such determinations, findings, and/or granting of approval or relief to any newly established funds or affiliates of the Vanguard Group, on the condition that any such fund or affiliate meets all of the conditions applicable to the Vanguard Group and particularly the Vanguard Advised Funds pursuant to this Application.

Respectfully Submitted,

Dated: November 2, 2020

POTTER ANDERSON & CORROON LLP

By: _____

Michael P. Maxwell, Esq.
Counsel to The Vanguard Group, Inc.

EXHIBIT A

[Subchapters I and II of Title 26]

Chapter 1
Public Service Commission
Subchapter I
General Provisions

§ 101 Short title.

This chapter shall be known and referred to as the "Public Utilities Act of 1974."

(59 Del. Laws, c. 397, § 1.)

§ 102 Definitions.

As used in this title, unless the context otherwise requires:

(1) "Commission" means the Public Service Commission.

(2) "Public utility" includes every individual, partnership, association, corporation, joint stock company, agency or department of the State or any association of individuals engaged in the prosecution in common of a productive enterprise (commonly called a "cooperative"), their lessees, trustees or receivers appointed by any court whatsoever, that now operates or hereafter may operate for public use within this State, (however, electric cooperatives shall not be permitted directly or through an affiliate to engage in the production, sale or distribution of propane gas or heating oil), any natural gas, electric (excluding electric suppliers as defined in § 1001 of this title), electric transmission by other than a public utility over which the Commission has no supervisory or regulatory jurisdiction pursuant to § 202(a) or (g) of this title, water, wastewater (which shall include sanitary sewer charge), telecommunications (excluding telephone services provided by cellular technology or by domestic public land mobile radio service) service, system, plant or equipment.

(3) "Rate base" means:

a. The original cost of all used and useful utility plant and intangible assets either to the first person who committed said plant or assets to public use or, at the option of the Commission, the first recorded book cost of said plant or assets; less

b. Related accumulated depreciation and amortization; less

c. The actual amount received and unrefunded as customer advances or contributions in aid of construction of utility plant, and less

d. Any accumulated deferred and unamortized income tax liabilities and investment credits, adjusted to reflect any accumulated deferred income tax assets including, but not limited to, those arising from the payment of alternative minimum tax, related to plant included in paragraph a. above, plus

e. Accumulated depreciation of customer advances and contributions in aid of construction related to plant included in paragraph a. above, and plus

f. Materials and supplies necessary to the conduct of the business and investor supplied cash working capital, and plus

g. Any other element of property which, in the judgment of the Commission, is necessary to the effective operation of the utility.

(4) "Cable television system," "community antenna television," "cable system" or "system" shall mean a facility within this State which is constructed in whole or in part in, on, under or over any highway, road, street, alley, or other public place and which is operated to perform the service of receiving and amplifying the signals of 1 or more radio and/or television broadcasting stations and distributing such signals by cable, wire or other means to members of the public who subscribe to such service; provided that nothing herein is intended to prohibit any system from engaging in any other activity not expressly prohibited by law; except that such definition shall not include (i) any system which serves fewer than 50 subscribers; or (ii) any system which serves only the residents of 1 or more apartment dwellings or mobile home or trailer parks under common ownership, control or management, and commercial establishments located on the premises of such dwellings; or (iii) telephone, telegraph or electric utilities in those cases where the activity of such utility in connection with a cable system is limited to leasing or renting to cable systems, cables, wires, poles, towers or other electronic equipment or rights to use real property as part of, or for use in connection with, the operation of a cable system.

(5) The term "franchise" shall mean authorization lawfully adopted or agreed to by the Commission pursuant to this chapter to construct or operate a cable television system or systems in whole or in part within a county of this State.

(6) The term "franchisee" shall mean the person, persons or entity holding a franchise.

(7) The term "written notice" shall mean notice in writing which is hand-delivered or mailed by certified mail, to the person who is to be given notice.

(8) "Water utility" shall mean any person or entity operating within this State any water service, system, plant or equipment for public use.

(9) The terms "ancillary services," "distribution facilities," "distribution services," "electric distribution company," "electric supplier," "retail competition," "retail electric customer," "transmission facilities," and "transmission services," as used in Chapters 1, 2 [repealed] and 3 [repealed] of this title, shall have the same definitions as set forth in § 1001 of this title.

(47 Del. Laws, c. 254, § 2; 48 Del. Laws, c. 371, § 4; 26 Del. C. 1953, § 101; 54 Del. Laws, c. 38, § 2; 57 Del. Laws, c. 665, § 1; 59 Del. Laws, c. 397, § 1; 62 Del. Laws, c. 125, § 6; 64 Del. Laws, c. 342, § 1; 65 Del. Laws, c. 484, § 1; 68 Del. Laws, c. 124,

§ 1; 70 Del. Laws, c. 585, §§ 1, 2; 72 Del. Laws, c. 10, §§ 4, 5; 73 Del. Laws, c. 157, § 4[5]; 74 Del. Laws, c. 317, § 1; 75 Del. Laws, c. 73, § 1; 81 Del. Laws, c. 205, § 4.)

§ 102A Public notice.

In any matter or proceeding before the Commission, the Commission may decide the manner and method of giving notice to those persons affected by, likely to be affected by or likely to be interested in the matter or proceeding. In making this determination, the Commission shall not be governed by the provisions for notice by publication set out in §§ 10115(b) and 10124(1) of Title 29. Instead, such notice may be made by:

(1) Publication in 1 or more newspapers of general circulation;

(2) Delivery, by mail or other means, of a written notice to those directly affected, such as ratepayers or subscribers;

(3) A combination of the above 2 procedures; or

(4) Any other means which is reasonably likely to afford the affected and interested persons notice of the pendency of the matter so that they have the opportunity to present their views, such as the placement of a notice in a customer's bill.

In making its determination, the Commission may consider the nature of the proceedings, the number of persons affected or interested, the ability of alternative means to reach those affected and interested and the comparative costs of the alternative methods. When, under this chapter, a public utility is required to give notice to the public, the Commission shall set the form and manner of such notice.

(70 Del. Laws, c. 585, § 3.)

§ 103 Composition; appointment; term; qualifications; vacancies; Chairman.

(a) The Public Service Commission is continued except that it shall consist of only 5 members, each of whom shall have been or shall be appointed by the Governor and confirmed by a majority of the members elected to the Senate. The terms of office of the members of the Commission serving as of June 28, 1974, shall not be affected. Subject to the provisions of subsection (d) of this section, each member shall continue to serve out the term for which each such member was originally appointed, and until each such member's successor shall have been appointed and qualified. Each member of the Commission appointed after June 28, 1974, except a member appointed pursuant to subsection (d) of this section to fill an unexpired term, shall be appointed for a term of 5 years from May 1 in the year of that member's appointment, and until that member's successor shall have been appointed and qualified.

(b) Not more than 3 of the members of the Commission shall be members of the same political party. One of the members shall be a resident of the City of Wilmington, 2 shall be residents of New Castle County outside of Wilmington, 1 shall be a resident of Kent County and 1 shall be a resident of Sussex County; provided, however, that beginning with the appointment of the member for a term of 5 years beginning as of May 1, 1976, and continuously thereafter, 1 of the members shall be a resident of the City of Wilmington, 1 shall be a resident of New Castle County outside of Wilmington, 1 shall be a resident of Kent County, 1 shall be a resident of Sussex County and 1 shall be a member at large who shall be a resident of this State.

(c) A Commissioner shall continue to reside in the political subdivision of which that Commissioner was a resident at the time of the Commissioner's appointment.

(d) In case of a vacancy on the Commission for any reason other than expiration of the term of office, the Governor shall fill such vacancy for the unexpired term by and with the consent of a majority of the members elected to the Senate.

(e) The Governor shall designate 1 of the Commissioners as Chairman of the Commission who shall serve as Chairman at the pleasure of the Governor.

(47 Del. Laws, c. 254, § 1; 26 Del. C. 1953, § 102; 57 Del. Laws, c. 139, § 1; 57 Del. Laws, c. 182, § 1; 57 Del. Laws, c. 740, § 12A; 58 Del. Laws, c. 511, § 61; 59 Del. Laws, c. 397, § 1; 61 Del. Laws, c. 1, § 1; 70 Del. Laws, c. 186, § 1.)

§ 104 Removal of Commissioner.

The Governor, with the advice and consent of the Senate, may remove any member of the Commission for neglect of duty or misconduct in office, giving to the member a copy of the charges against such person and affording an opportunity of being publicly heard in person or by counsel, upon 10 days' notice.

(47 Del. Laws, c. 254, § 1; 26 Del. C. 1953, § 103; 59 Del. Laws, c. 397, § 1.)

§ 105 Compensation of Commissioners.

The members of the Commission shall each receive a salary of $6,000 per year, to be paid in equal monthly payments by the Treasurer of the State.

(47 Del. Laws, c. 254, § 1; 26 Del. C. 1953, § 104; 59 Del. Laws, c. 397, § 1; 60 Del. Laws, c. 383, § 1.)

§ 106 Office; seal; rules; meetings.

The Commission shall have such office or offices as may be necessary and shall be provided with all necessary furniture, stationery and supplies, and office appliances. It shall provide itself with a seal for the authentication of its proceedings and orders. It may make

all needful rules for its government and other proceedings not inconsistent with this title. It shall meet at such times and places within this State as it may provide by rule or by special order.

(47 Del. Laws, c. 254, § 1; 26 Del. C. 1953, § 105; 59 Del. Laws, c. 397, § 1.)

§ 107 Quorum.

A majority of the members of the Commission shall constitute a quorum and shall be sufficient for any action by the Commission; provided, however, that a single Commissioner may sit for the purpose of hearing testimony in any matter provided:

(1) The parties consent; and

(2) Any final decision in the matter must be approved by a majority of the members of the Commission.

(47 Del. Laws, c. 254, § 1; 48 Del. Laws, c. 371, § 3; 26 Del. C. 1953, § 106; 57 Del. Laws, c. 139, § 2; 57 Del. Laws, c. 182, § 2; 59 Del. Laws, c. 397, § 1.)

§ 108 Personnel.

Subject to the provision of Title 29, Chapters 25 (Department of Justice) and 59 (Merit System of Personnel Administration), the Commission may appoint, fix the compensation and terms of service, and prescribe the duties and powers of an executive director, a secretary and such officers, accountants, attorneys, experts, engineers, inspectors, clerks and other persons, as it deems necessary for the proper conduct of the work of the Commission.

(47 Del. Laws, c. 254, § 1; 48 Del. Laws, c. 371, § 1; 26 Del. C. 1953, § 107; 57 Del. Laws, c. 740, § 12B; 59 Del. Laws, c. 397, § 1.)

§ 109 Disqualification for serving as member or employee of Commission.

(a) No person shall be eligible for appointment to or shall hold the office of Commissioner, or be appointed by the Commission to hold any office or position under it, who is a director, officer or employee of any public utility or owns or directly or indirectly controls any stock of any public utility entitled to vote for election of directors.

(b) No Commissioner, and no employee, appointee or official engaged in the service of, or in any manner connected with the Commission shall hold any office or position, or be engaged in any business, employment or vocation, the duties of which are incompatible with the duties of his or her office as Commissioner, or his or her employment in the service or in connection with the work of the Commission.

(47 Del. Laws, c. 254, § 1; 48 Del. Laws, c. 371, § 2; 26 Del. C. 1953, § 108; 59 Del. Laws, c. 397, § 1; 61 Del. Laws, c. 419, § 1; 70 Del. Laws, c. 186, § 1.)

§ 110 Travel expense.

The Commissioners, executive director, secretary and other persons engaged in the service of the Commission shall be entitled to receive from the State their necessary traveling expenses while traveling on the business of the Commission.

(47 Del. Laws, c. 254, § 1; 26 Del. C. 1953, § 109; 59 Del. Laws, c. 397, § 1.)

§ 111 Expenditures.

All expenditures of the Commission, within the limits of its appropriations, including the necessary traveling expenses of the Commissioners, executive director, secretary and other persons engaged in the service of the Commission shall, prior to April 1, 1975, be paid by the State Treasurer out of the general funds of the State on proper voucher therefor approved by the Chairman of the Commission or, at the direction of the Chairman, by the executive director. On and after April 1, 1975, said expenditures of the Commission, within the limits of its appropriations, shall be paid by the State Treasurer out of the Delaware Public Utility Regulatory Revolving Fund on proper voucher therefor approved by the Chairman of the Commission or, at the direction of the Chairman, by the executive director.

(47 Del. Laws, c. 254, §§ 1, 20; 26 Del. C. 1953, § 110; 59 Del. Laws, c. 397, § 1; 77 Del. Laws, c. 151, § 1.)

§ 112 Copies of official documents and orders.

Copies of all official documents and orders filed or deposited in the office of the Commission, certified by the Chairman or the secretary to be true copies of the original and given under the official seal of the Commission, shall be evidence in like manner as the original in all courts of this State. Such charges may be taxed and collected for such copies as are taxed and collected for like services in the Superior Court of this State.

(47 Del. Laws, c. 254, § 17; 26 Del. C. 1953, § 111; 59 Del. Laws, c. 397, § 1.)

§ 113 Testimony by member, employee or investigator of Commission.

No member, employee or investigator of the Commission shall be required to give testimony in any court suit to which the Commission is not a party with regard to information obtained by such member or employee in the discharge of official duty.

(47 Del. Laws, c. 254, § 10; 48 Del. Laws, c. 371, § 15; 26 Del. C. 1953, § 112; 59 Del. Laws, c. 397, § 1.)

§ 114 Charges and fees; costs and expenses of proceedings.

(a) The Commission may impose charges and fees for filing and for other services rendered by it in accordance with the following schedule of fees:

	SCHEDULE OF FEES	
1.	For filing the annual financial statement of any public utility	$25
2.	Certificates of public convenience and necessity:	
	(a) For filing each original application for a certificate of public convenience and necessity (except for telecommunications local exchange service or application for approval of a transfer of such certificate)	750
	(b) For filing each extension to a certificate of public convenience and necessity (except for telecommunications local exchange service)	300
	(c) For filing each application for a certificate of public convenience and necessity (for original or for extension) to provide telecommunications local exchange service or application for approval of a transfer of such certificate	3000
3.	For filing each application for approval or authority to discontinue or abandon all or any part of any public utility operation or service	150
4.	(a) For each filing of rate or tariff schedules, or any amendment thereto or notice of changes therein	50
	(b) For each filing of petition or application to increase rates	100
5.	For filing each petition or application under § 215(a)(1) of this title	100
6.	For filing each petition or application under § 215(a)(2) of this title in accordance with the following schedule based upon the aggregate amount of the stocks (by par value or by stated value if no par), notes, bonds, or other evidence of indebtedness. The fee so established is to be used to evaluate such petition or application in lieu of any other assessment	
	AGGREGATE AMOUNT	
	Under $1,000,001	150
	$1,000,001 - $10,000,000	250
	$10,000,001 and above	350
7.	For preparing and certifying to the Superior Court any record in appeal	400
8.	For certifying a copy of each paper, order, record, transcript or any other official document other than to the Superior Court	10
9.	Upon request therefor by either a consumer or a utility for testing each water meter having an outlet not exceeding 1 inch	10
10.	Upon request therefor by either a consumer or a utility for testing each water meter having an outlet of more than 1 inch but not exceeding 2 inches	15
11.	Upon request therefor by either a consumer or a utility for testing each electric meter	10
12.	The charge or fee for any services rendered by the Commission in filing papers, documents, records or other items not expressly provided for in this subsection shall be a reasonable charge or fee in relation to the service rendered, not to exceed the highest fee or charge permitted on this schedule of fees fixed by the Commission from time to time.	

(b) (1) Whenever the Commission, in a proceeding upon its own initiative or upon complaint or upon written application to it, shall deem it necessary in order to carry out its statutory duties, to investigate the operations, services, practices, accounting records and/or procedures, rates, charges, rules and regulations, of any public utility, and/or to make valuations or revaluations of the property of any public utility, and/or to enter into and hold a hearing or hearings in connection therewith, such public utility shall be charged with and pay such portion of the expenses of the Commission, and the compensation and expenses of its agents, representatives, consultants and employees, including, but not limited to those temporarily employed or retained, as is reasonably attributable to such investigation, valuation and revaluation, hearing or hearings. In addition, if the Division of the Public Advocate elects to intervene or participate in a natural gas, electric, water or wastewater rate proceeding under subchapter III of this chapter including fuel adjustments pursuant to § 303(b) of this title and water utility distribution system improvement charges pursuant to § 314 of this title. The public utility involved shall also be charged with and pay such portion of the expenses of the Division of the Public Advocate, and the compensation and expenses of its agents, representatives, consultants and employees, including but not limited to those temporarily employed or retained, as is reasonably attributable to such proceeding. At the time the Commission or the Division of the Public Advocate determines that such charges will be required, the Commission or Division shall provide notice to the public utility, or its counsel of record at such time, of its intent to impose and collect any charges. No charges shall be made for the compensation of Commissioners or the Public Advocate.

a. If the Commission or an appellate court determines by order that the Commission or the Public Advocate brought or defended all or a portion of a proceeding

1. For an improper purpose;

2. Without any basis in existing law;

3. Without a justifiable basis for seeking the extension, modification or reversal of existing law; or

4. Without evidentiary support after reasonable opportunity for investigation and discovery,

then to such extent the public utility shall not be charged with or required to pay such expenses.

b. If the Commission or an appellate court determines by order that a utility brought or defended all or a portion of a proceeding

1. For an improper purpose;

2. Without any basis in existing law;

3. Without a justifiable basis for seeking the extension, modification or reversal of existing law; or

4. Without evidentiary support after reasonable opportunity for investigation and discovery,

then to such extent the utility shall not be permitted to include the costs associated with that proceeding in its rates.

(2) From time to time as the investigation, valuation, revaluation, hearing or hearings progress, or upon completion thereof, the Commission and the Division of the Public Advocate shall ascertain each agency's costs incurred in connection therewith, including, but not limited to the expenses of the Commission and the Division of the Public Advocate and the compensation and expenses of each agency's respective agents, representatives, consultants and employees, including those temporarily employed or retained, and shall determine the amount thereof to be paid by the public utility and shall render separate bills therefor to the public utility. The Commission and the Division of the Public Advocate shall furnish the public utility such itemization of each said bill as may be requested by said public utility. The public utility shall have the right to audit said bill within a reasonable period after its rendition by the Commission or the Division of Public Advocate and shall have the opportunity to be heard before the Commission as to any or all of the items included in the bill. The amount of such bill as finally determined by the Commission following such hearing and any appeal therefrom shall be paid into the Delaware Public Utility Regulatory Revolving Fund within 30 days from the date of its determination. If any amount so assessed against a public utility is not paid within 30 days after the date of rendition of the bill with respect thereto, the utility shall pay a penalty of 1% of the amount due for each month or fraction thereof that such amount is unpaid. The charges imposed for the costs of the Division of the Public Advocate shall be paid to the Commission and shall be deposited to the credit of the Delaware Public Utility Regulatory Revolving Fund.

(3) The expenses of the Commission and the Division of the Public Advocate and the compensation and expenses of each agency's respective agents, representatives, consultants and employees, including but not limited to those temporarily employed or retained, reasonably attributable to any appellate court proceedings in either or both the Superior or Supreme Court of the State growing out of any order, opinion, decision or findings of the Commission shall also be ascertained, charged, billed to and paid for by the public utility in accordance with the foregoing conditions and procedures.

(4) Whenever the investigation, valuation, revaluation, hearing, hearings or appellate court proceedings involve the affairs and operations of 2 or more public utilities jointly, the charges made under this section for such investigation, valuation, revaluation, hearing, hearings, or appellate court proceedings shall be prorated among such public utilities upon the basis of their gross intrastate operating revenues for the last preceding calendar year.

(5) The total aggregate amount to be charged by both the Commission and the Division of the Public Advocate to any public utility under authority of this subsection (b) in any calendar year shall not exceed 1 percent of such public utility's gross operating revenues derived from intrastate utility operations in the last preceding calendar year.

(c) In connection with any Commission proceedings under §§ 203A and 203B of this title the Commission and the Division of the Public Advocate shall charge the public utilities involved therein, including any electric utility that is municipally owned or a municipal

electric company formed pursuant to Chapter 13 of Title 22, the expenses of the Commission and the Division of the Public Advocate related to such proceedings as is reasonably attributable thereto prorated among such public utilities upon the basis of their gross intrastate electric revenues for the last preceding calendar year.

(26 Del. C. 1953, § 113; 50 Del. Laws, c. 552, § 1; 52 Del. Laws, c. 155; 53 Del. Laws, c. 389; 57 Del. Laws, c. 667, §§ 1, 2; 59 Del. Laws, c. 397, § 1; 68 Del. Laws, c. 299, § 2; 71 Del. Laws, c. 22, § 1; 71 Del. Laws, c. 405, § 1; 77 Del. Laws, c. 151, §§ 2-7.)

§ 115 Public policy; regulatory assessment; definition of revenue; returns; collection of assessment.

(a) It is declared to be the public policy of this State that in order to maintain and foster the effective regulation of public utilities under this title, in the interests of the people of this State and the public utilities as well, the public utilities subject to regulation of the Public Service Commission which enjoy the privilege of operating as public utilities in this State shall bear the expense of regulation by means of an assessment on such privilege measured by the annual gross revenue of such public utilities in the manner hereinafter provided. This assessment shall be in addition to all other fees and charges imposed by the Public Service Commission and the Division of the Public Advocate pursuant to this title.

(b) As used in subsection (c) of this section, the term "intrastate public utility business" includes all that portion of the business of the public utilities designated in § 102 of this title and over which the Commission has jurisdiction under the provisions of this title.

(c) As used in this section, the term "gross revenue" includes all revenue which:

(1) Is collected by a public utility subject to regulation by the Public Service Commission, and

(2) Is derived from the intrastate public utility business of such a utility.

Such term does not include revenue derived by such a public utility from the sale of public utility services, products or commodities to another public utility or to an electric cooperative or municipality for resale by such public utility or electric cooperative or municipality.

(d) An assessment is imposed upon each public utility subject to regulation by the Public Service Commission in an amount equal to the product of .003 (3 mills) multiplied by its gross operating revenue for each calendar year, commencing with the calendar year beginning January 1, 1974. No assessment shall be imposed upon a public utility having a gross operating revenue of less than $10,000 in any calendar year.

(e) On or before March 31 of each year, each public utility subject to the provisions of this title shall file with the Commission an annual gross revenue return containing a statement of the amount of its gross revenue for the immediately preceding calendar year, and a statement of the amount of assessment due for such calendar year accompanied by a check in payment thereof. A copy of such return shall also be delivered to the Division of the Public Advocate. A utility subject to this section which paid an annual assessment greater than $10,000 in the preceding year shall make an estimated payment of at least 40% of the expected assessment no later than 6 months prior to the March 31 due date for the return and final payment. Forms for such returns and amended returns shall be devised and supplied by the Commission.

(f) All returns submitted to the Commission by a public utility, as provided in this section, shall be sworn to by an appropriate officer of the public utility. The Commission may audit each such return submitted and may take such measures as are necessary to ascertain the correctness of the returns submitted. The Commission has the power to direct the filing of an amended return by any utility which has filed an incorrect return and to direct the filing of a return by any utility which has failed to submit a return.

(g) Each payment of the assessment imposed by subsection (d) of this section becomes delinquent at midnight of the date that it is due. If upon filing a return or an amended return it shall appear that a public utility has failed to pay, or has underpaid, the proper amount, it shall pay a penalty to the Commission of 2% of the amount due for each month or fraction thereof that such amount is unpaid. The Commission may enforce the collection of any delinquent installment or payment, or portion thereof, by legal action or in any other manner by which the collection of debts due the State may be enforced under the laws of this State.

(h) In lieu of the regulatory assessment imposed under this section, a telecommunications service provider shall pay an assessment into the Delaware Broadband Fund. On August 1, 2013, the telecommunications service provider shall pay into the fund $^1/_2$ of the amount of its 2011 regulatory assessment in lieu of the amounts due under this section for the period January 1, 2013, through June 2013 and shall continue making payments into the Fund in lieu of any amounts due under this section for an additional 3 years beginning on January 30, 2014, and ending on January 30, 2016, in an amount equal to the regulatory assessment for the year 2011, after which time the obligation under subsections (a)-(g) of this section or to make payments under this subsection shall cease.

(26 Del. C. 1953, § 114; 57 Del. Laws, c. 667, § 3; 59 Del. Laws, c. 397, § 1; 67 Del. Laws, c. 260, § 1; 75 Del. Laws, c. 142, §§ 1, 2; 77 Del. Laws, c. 151, §§ 8, 9; 79 Del. Laws, c. 53, § 8; 79 Del. Laws, c. 309, § 1.)

§ 116 Delaware Public Utility Regulatory Revolving Fund; deposit of moneys collected.

(a) There is hereby created within the State Treasury a special fund to be designated as the Delaware Public Utility Regulatory Revolving Fund which shall be used in the operations of the Commission and the Division of the Public Advocate in the performance of the various functions and duties required by law.

(b) (1) All fees, licenses, assessments and other charges, collected by the Commission pursuant to this title shall be deposited in the State Treasury to the credit of said Delaware Public Utility Regulatory Revolving Fund to be used in the operation of the Commission

as authorized by the General Assembly in its annual operating budget. However, if the General Assembly is not in session, any funds requested by the Department for the performance of the various functions and duties of the Commission and the Division of the Public Advocate, and which exceed the Commission's annual operating budget, shall be officially submitted for approval or disapproval to the Controller General of the State and the Director of the Office of Management and Budget of the State.

(2) All penalties or fines assessed and collected by the Commission shall not be deposited in said fund but shall be deposited in the General Fund of the State.

(c) All payments to the Commission under §§ 114 and 115 of this title shall be deposited in the State Treasury to the credit of the Delaware Public Utility Regulatory Revolving Fund to be used in the operations of the Commission and the Division of the Public Advocate, as authorized by the General Assembly. However, if the General Assembly is not in session, any funds requested by the Department for the performance of the various functions and duties, of the Commission and the Division of the Public Advocate, and which exceed the Commission's or Division's annual operating budget, shall be officially submitted for approval or disapproval to the Controller General of the State and the Director of the Office of Management and Budget of the State.

(d) Money reposing in the Delaware Public Utility Regulatory Revolving Fund shall be used by the Commission and the Division of the Public Advocate in the performance of each agency's various functions and duties as provided by law; subject always to annual appropriations by the General Assembly for salaries and other routine operating expenses of the Commission and the Division of the Public Advocate. If the General Assembly is not in session, any funds requested by the Department for the performance of the various functions and duties of the Commission and the Division of the Public Advocate, and which exceed the Commission's or Division's annual operating budget, shall be officially submitted for approval or disapproval to the Controller General of the State and the Director of the Office of Management and Budget of the State.

(e) Annual appropriations from the General Fund of the State for the operation of the Commission and the Division of the Public Advocate shall be credited to the Delaware Public Utility Regulatory Revolving Fund in appropriated monthly amounts and all expenditures authorized by the General Assembly for the operation of the Commission and the Division of the Public Advocate shall be made from said revolving fund. If the General Assembly is not in session, any funds requested by the Department for the performance of the various functions and duties required of the Commission and the Division of the Public Advocate by law and which exceed their respective operating budgets shall be officially submitted for approval or disapproval to the Controller General of the State and the Direction of the Office of Management and Budget of the State.

(f) The maximum balance which shall remain in the Delaware Public Utility Regulatory Revolving Fund at the end of any fiscal year shall not exceed $750,000 in addition to the annual appropriation for the next fiscal year as authorized by the General Assembly for the operation of the Commission. Any amount in excess thereof shall be reverted to each public utility in an amount proportionate to the sum paid by that public utility in the previous calendar year pursuant to subsection (b) of this section.

(59 Del. Laws, c. 397, § 1; 65 Del. Laws, c. 348, § 125; 75 Del. Laws, c. 88, § 21(12); 77 Del. Laws, c. 151, §§ 1, 10-16.)

§ 117 Termination of service or sale.

(a) Definitions.

(1) For purposes of this section, "employee" shall include, but not be limited to:

a. Any person who is an employee of such utility authorized to accept payment for sales and services;

b. The individual who is to terminate such sale or service.

(2) For purposes of this section, "person" shall include, but not be limited to, any individual, corporation, partnership, association or joint-stock company.

(b) (1) No person who engages in the distribution and sale of gas, water, wastewater, or electricity for use or consumption in any dwelling unit shall discontinue service or sale thereof due to nonpayment of past charges for such service or sale to the occupants of that dwelling unit and owed by the occupants thereof without at least 72 hours' notice to said occupants of intention to so terminate, except as otherwise provided by this section.

(2) Each gas or electricity utility shall maintain a voluntary third-party notification program whereby a customer may designate, in writing, a third party to also receive the notice of termination of service required by paragraph (b)(1) of this section. The third party so designated must indicate, in writing, willingness to receive such notice on behalf of the customer and shall not be held, in any way, liable to the utility by reason of acceptance of third-party status.

(c) In no event shall such termination occur between 12:00 noon on any Friday and 12:00 noon on the succeeding Monday, unless such utility provides facilities for payment and restoration of such services at all times during such period. Should Friday be a legal, state or national holiday, the last preceding business day shall be substituted for Friday. Should Monday be a state or national, legal holiday, the next succeeding business day shall be substituted for Monday.

(d) In no event shall such termination occur if any occupant of any dwelling unit shall be so ill that the termination of such sale or service shall adversely affect his or her health or recovery, which has been so certified by a signed statement from any duly licensed physician, physician assistant or advanced nurse practitioner, of this State or of a state with similar accreditation and received by any employee or officer of such person engaging in the distribution or sale of gas, water or electricity. Signed statements from a licensed physician,

physician assistant or advanced nurse practitioner, obtained pursuant to this section are effective for 120 days. Signed statements may be renewed by means of a new signed statement to prevent termination only if a customer makes a good faith effort to make payments towards the utility service being provided. The Delaware Public Service Commission, may promulgate regulations defining "good faith effort to make payments". If a utility is subject to the jurisdiction of the Delaware Public Service Commission, that utility or a customer of the utility may petition the Delaware Public Service Commission for review of any dispute under this section. While such dispute is pending, a utility shall continue to provide utility service to the customer until a final Commission adjudication on the petition is issued. When possible no termination under this section shall occur without advance notice to any known case manager or coordinator of an occupant in an affected dwelling unit.

(e) Violation of this section shall constitute a misdemeanor.

(60 Del. Laws, c. 452, § 1; 70 Del. Laws, c. 186, § 1; 74 Del. Laws, c. 317, § 2; 74 Del. Laws, c. 374, §§ 1, 2; 78 Del. Laws, c. 337, § 1; 80 Del. Laws, c. 185, § 2.)

§ 118 Continuation of service for activated Reserve and National Guard military personnel.

(a) Except as otherwise provided by this section, a person who engages in the distribution and sale of electric, gas, water, sewer service, telecommunications, cable, or satellite television for use or consumption, including municipalities, (a "Service Provider") shall not discontinue such service to the residence of a Qualifying Customer, as defined in subsection (g) of this section. With respect to telecommunications services, this section shall apply only to the provisioning of dial tone line, touchtone and local usage services. With respect to cable service, this section shall apply only to the provisioning of the most basic tier of television service.

(b) A Qualifying Customer may apply for protection from disconnection of such service by notifying the Service Provider that the Qualifying Customer is in need of assistance caused by a reduction in household income as a result of a household member's call to active duty status in the military reserves or National Guard.

(c) A Service Provider may request periodic verification of the call to active duty status from the Qualifying Customer. A Service Provider may also request periodic verification of the Qualified Customer's reduction in household income.

(d) A Qualifying Customer may receive protection from disconnection under this section for as long as the emergency active duty status continues and for 30 days after that status has ended.

(e) A Qualifying Customer receiving assistance under this section shall notify the Service Provider no later than 10 days after the return from active duty status.

(f) The protection from disconnection provided under this section does not void or limit the obligation of the Qualifying Customer to pay for such services received.

(g) As used in this section, "Qualifying Customer" means:

(1) A residential household where the income is reduced because the customer of record, or the spouse of the customer of record, is a member of the National Guard or the military reserve and is called to active military service by the President of the United States or the Governor of this State during a time of declared national or state emergency of war.

(2) Assistance is needed by the residential household to maintain 1 or more of the services subject to this section; and

(3) The residential household notifies the Service Provider of the need for assistance and, if requested by the Service Provider, provides verification of the call to active duty status and the reduction in household income.

(74 Del. Laws, c. 294, § 1.)

Subchapter II

Jurisdiction and Powers

§ 201 General jurisdiction and powers.

(a) The Commission shall have exclusive original supervision and regulation of all public utilities and also over their rates, property rights, equipment, facilities, service territories and franchises so far as may be necessary for the purpose of carrying out the provisions of this title. Such regulation shall include the regulation of the rates, terms and conditions for any attachment (except by a governmental agency insofar as it is acting on behalf of the public health, safety or welfare) to any pole, duct, conduit, right-of-way or other facility of any public utility, and, in so regulating, the Commission shall consider the interests of subscribers, if any, of the entity attaching to the public utility's facility, as well as the interests of the consumer of the public utility service.

(b) Further, the Commission shall have exclusive original jurisdiction and regulation of every cable television system outside the boundaries of incorporated municipalities which on June 28, 1974, have the power either express or implied under their charters to grant franchises for a cable system, and the Commission shall have supervision and review jurisdiction and regulation over any action taken by incorporated municipalities, which on June 28, 1974, have the power either express or implied under their charters to grant franchises for a cable system, with respect to the regulation of cable television systems, including the grant of or failure to grant franchises for a cable system by such municipality or the terms of any franchise now or hereafter granted for a cable system by such a municipality or the conduct of any franchisee holding a franchise from such a municipality, provided that the Commission's original and review jurisdiction and regulation shall be conducted solely in accordance with the provisions of subchapter VI of this chapter.

(c) Notwithstanding any other provision of law, in the exercise of supervision and regulation over public utilities that provide telecommunications services, the Commission:

(1) Shall forbear from regulating the rates, terms, and conditions of competitive retail communications services; and

(2) Shall not investigate or adjudicate retail customer complaints for services except complaints related to the adequate provisioning of basic services.

(d) (1) In the exercise of supervision and regulation over public utilities other than those that provide telecommunications services, the Commission may, upon application or on its own motion, after notice and hearing, forbear from ("deregulate") in whole or in part, its supervision and regulation over some or all public utility products or services and over some or all public utilities where the Commission determines that a competitive market exists for such products and services and where the Commission finds that such deregulation will be in the public interest.

(2) Any application under this subsection shall, at a minimum, include specific proposal or proposals, supporting statements or testimony, an analysis of the effects on the utility's regulated customers and an implementation plan. The application shall affirmatively establish that the deregulation being considered will not adversely affect the availability, cost or quality of utility services provided to the utility's regulated customers.

(3) The Commission shall approve or disapprove any such deregulation applications within 180 days after submission thereof, except that, for good cause found, the Commission may enter an order extending this period for an additional 90 days.

(4) The Commission shall determine how a public utility shall account for such deregulated products or services (including cost allocations where found to be appropriate) so as to ensure that the utility's regulated customers neither benefit unduly from nor unduly provide a subsidy to the deregulated products or services; provided, that such accounting determination shall not thereafter be changed by the Commission except for good cause shown.

(5) In connection with any application under this subsection for forbearance from Commission supervision and regulation, the Commission shall find, among other relevant things, the following:

a. Whether a competitive market exists for the particular utility product or service being requested to be wholly or partly deregulated. Conditions and factors to be considered may include, but are not limited to, the following:

1. The existing or prospective market power of the utility with respect to its products or services for which deregulation is sought; and

2. If there are significant entry or exit costs or other barriers to potential competitors; and

3. If there is a reasonable basis to expect that prices of wholly or partly deregulated products or services will reflect the incremental costs of supply;

b. Whether any safeguards are necessary to prevent a material adverse effect on utility service quality or rate levels;

c. Whether or not an option to remain under the Commission's supervision and regulation should be made available for customers whose utility products and services would be deregulated by the proposal;

d. Whether or not the public utility shall unbundle each service or function on which a service depends to its fundamental elements and shall make those elements separately available to any customer whose utility service is being deregulated by the proposal under terms and conditions, including price, that are the same or comparable to those used by the public utility in providing its own service. The public utility shall not unreasonably discriminate between affiliated and unaffiliated providers of services in offering unbundled features, functions and capabilities; and

e. Whether the Commission should forbear from regulating competing providers of such products or services.

(6) Where the Commission has made a determination to forbear from its supervision and regulation under this section, the Commission shall have the ongoing right to review, examine and audit the books and records of the applicable utility, and the relevant books and records of any relevant nonregulated affiliate. This right shall be the same as the Commission's right of access to inspection and examination of the utility's regulated books, accounts and records and appropriate safeguards regarding disclosure of confidential information shall be provided.

(7) Thirty months after any approval of forbearance from regulation hereunder, the utility shall file a report with the Commission summarizing its activities for that wholly or partly deregulated activity during its first 24 months of operation. Such report shall, at a minimum, address the criteria that the Commission deemed relevant in approving the request to deregulate such product or service. The report shall also describe the service provider's investment during the previous 24 months. Such report shall also describe the level of planned investment over the next 5 years. The Commission may require that similar reports be submitted biannually thereafter.

(8) The Commission, after notice and hearing, may prospectively revoke or reverse any forbearance of regulation granted hereunder where it finds that doing so is in the public interest. Where the Commission revokes or reverses a prior decision made under paragraph (d)(1) of this section, the Commission shall determine that the current rates for the related products or services are just and reasonable or shall establish new rates that are just and reasonable.

(9) This subsection shall not apply to a telecommunications service provider for so long as such provider is governed under the provisions of subchapter VII-A, Chapter 1 of this title.

(e) (1) In the exercise of supervision and regulation over public utilities, the Commission may, upon application or on its own motion, after notice and hearing, alter, in whole or in part, its supervision and regulation over some or all public utility products or services and over some or all public utilities to the extent necessary to promote and sustain adequate service at just and reasonable rates where the Commission determines that alternatives to supervision and regulation including the competitive provision of such products and services are in the public interest. Alternatives include, but are not limited to, incentive regulation, earnings sharing, categorization of services for the purposes of pricing, price caps, price indexing, ranges of authorized returns and different returns for different services. The Commission is specifically authorized to depart from rate base, rate of return regulation when it is in the public interest and when such departure is found to promote just and reasonable rates.

(2) Any application under this subsection shall, at a minimum, include specific proposal or proposals, supporting statements or testimony, an analysis of the effects on the utility's regulated services provided to its customers and an implementation plan. The application shall affirmatively establish that the alteration of regulation will not adversely affect the availability, cost or quality of the regulated utility services provided to the utility's customers.

(3) The Commission shall approve or disapprove any such requests for alternative supervision and regulation within 180 days after submission thereof, except that, for good cause found, the Commission may enter an order extending this period for an additional 90 days.

(4) The Commission shall determine how a public utility shall account for such alternatives (including cost allocations where found to be appropriate) so as to ensure that public utility customers to which such alternatives are not made available neither benefit unduly from nor unduly provide a subsidy to public utility customers to whom such alternatives are made available; provided, that such accounting determination shall not thereafter be changed by the Commission except for good cause shown.

(5) The Commission, after notice and hearing, may prospectively revoke or reverse any alternative form of regulation granted hereunder where it finds that doing so is in the public interest. Where the Commission revokes or reverses a prior decision made under paragraph (e)(1) of this section, the Commission shall determine that the current rates for the related products or services are just and reasonable or shall establish new rates that are just and reasonable.

(6) This subsection shall not apply to a telecommunications service provider for so long as such provider is governed by the provisions of subchapter VII-A, Chapter 1 of this title.

(47 Del. Laws, c. 254, § 2; 26 Del. C. 1953, § 121; 59 Del. Laws, c. 397, § 1; 65 Del. Laws, c. 227, § 1; 66 Del. Laws, c. 50, § 2; 68 Del. Laws, c. 61, § 1; 70 Del. Laws, c. 48, §§ 1, 2; 79 Del. Laws, c. 53, § 2; 80 Del. Laws, c. 214, § 1.)

§ 202 Limitations on jurisdiction of Commission.

(a) Except insofar as may be necessary to implement §§ 203A and 203B of this title regarding the establishment and administration of retail electric service territories, and except as may be necessary to implement § 203C and § 203D of this title regarding the issuance of certificates of public convenience and necessity for water and wastewater utilities, and the review authorized under § 122 of Title 16, the Commission shall not have any supervision or regulation over any public utility, or over the rates, property, property rights, equipment, facilities or franchises of any public utility that is municipally-owned or over any municipal electric company formed pursuant to Chapter 13 of Title 22.

(b) Except as may be necessary to implement §§ 203C and 203D of this title regarding the issuance of certificates of public convenience and necessity for water and wastewater utilities, and the review authorized under § 122 of Title 16, the Commission shall not have any jurisdiction over any public utility, water or wastewater district or water or wastewater authority created and operated pursuant to Title 9 and Title 16.

(c) The Commission shall have no jurisdiction over the operation of telephone service provided by cellular technology or by domestic public land mobile radio service or over the rates to be charged for such service or over property, property rights, equipment or facilities employed in such service.

(d) [Repealed.]

(e) Any building owner, engaged in a principal business which does not involve the provision of utility services, providing steam heat or refrigeration chilled water to a nonprofit entity occupying a building located in close proximity to the owner's building, shall not be considered a public utility.

(f) Except insofar as may be necessary to implement Chapter 10 of this title regarding the establishment of retail competition, the Commission shall have no supervision or regulation over any electric supplier.

(g) Except as provided in § 224 of this title, the Commission shall have no supervision or regulation over any electric cooperative the membership of which has voted to be exempt from regulation by the Commission in accordance with § 223 of this title.

(h) Notwithstanding any other provisions of this title, the Commission shall not have any supervisory or regulatory authority over wastewater utilities serving fewer than 50 customers in the aggregate.

(i) (1) Notwithstanding any other provision of law to the contrary, the Commission shall have no jurisdiction or regulatory authority over Voice over Internet Protocol ("VoIP") service, as defined in paragraph (i)(2) of this section, or IP-enabled service, as defined in paragraph (i)(3) of this section, including but not limited to, the imposition of regulatory fees, certification requirements, rates, terms or other conditions of service.

(2) “Voice over Internet Protocol service” or “VoIP service” means any service that:

a. Enables real-time 2-way voice communications that originate or terminate from the user’s location in Internet protocol or any successor protocol; and

b. Utilizes a broadband connection from the user’s location.

(3) “Internet protocol-enabled service” or “IP-enabled service” means a service, capability, functionality or application provided using Internet protocol, or any successor protocol, that enables an end user to send or receive a communication in Internet protocol format or any successor format, regardless of whether the communication is voice, data or video.

(4) Nothing herein shall be construed to either mandate or prohibit the assessment of Enhanced 911 fees pursuant to Chapter 101 of Title 16 on VoIP service, or to mandate or prohibit the payment of any switched network access rates or other intercarrier compensation rates that may be determined to apply.

(47 Del. Laws, c. 254, § 2; 26 Del. C. 1953, § 122; 57 Del. Laws, c. 735; 59 Del. Laws, c. 397, § 1; 61 Del. Laws, c. 469, § 1; 61 Del. Laws, c. 496, § 2; 62 Del. Laws, c. 419, § 1; 63 Del. Laws, c. 5, § 1; 64 Del. Laws, c. 342, §§ 2, 3; 66 Del. Laws, c. 50, § 3; 68 Del. Laws, c. 124, § 2; 68 Del. Laws, c. 299, § 3; 70 Del. Laws, c. 133, § 1; 72 Del. Laws, c. 10, § 6; 72 Del. Laws, c. 163, § 1; 72 Del. Laws, c. 402, § 5; 73 Del. Laws, c. 157, § 1; 74 Del. Laws, c. 317, §§ 3-5; 76 Del. Laws, c. 29, § 1; 79 Del. Laws, c. 53, § 3.)

§ 203

Transferred.

§ 203A Certificate of public convenience and necessity; abandonment or discontinuance of business, operations or service.

(a) (1) Subject to the provisions of subsection (b) of this section and §§ 102, 201, 202 and Chapter 10 of this title, and excluding electric suppliers, no individual, copartnership, association, corporation, joint stock company, agency or department of the State, cooperative, or the lessees, trustees or receivers thereof, shall begin the business of a public utility nor shall any public utility begin any extension of its regulated public utility business or operations without having first obtained from the Commission a certificate that the present or future public convenience and necessity requires or will require the operation of such regulated public utility business or extension.

(2) Notwithstanding any other provision of law, no Commission approval shall be required for any transfer of a certificate of public convenience between public utility companies providing telecommunications services that operate under common ownership.

(3) This section shall not be construed to require any public utility to secure such a certificate for any construction, modifications, upgrades or extensions within the perimeter of any territory already served by it.

(4) The Commission, after hearing, on the complaint of any public utility claiming to be adversely affected by any proposed extension, may make such order and prescribe such terms and conditions with respect to the proposed extension as may be required by the public convenience and necessity.

(b) (1) If any individual, copartnership, association, corporation, joint stock company, agency or department of the State, cooperative, or the lessees, trustees or receivers thereof (or the predecessor in interest of any such person, party or legal entity), was in bona fide operation within this State on June 28, 1974, of any electronic communication in whole or in part by wire (other than telephone, including domestic public land mobile radio or telegraph service, system, plant or equipment) including, but not limited to, cable television service, system, plant or equipment, for public use, the Commission shall issue a certificate of public convenience and necessity authorizing such person, party or legal entity without further proceedings to continue operating the said service, system, plant or equipment, to the same extent as said operations were being operated on June 28, 1974, such certificate to identify by number and date of issuance the certificate under which the applicant is carrying on such operation, if the application for such certificate of public convenience and necessity is filed with the Commission on a form approved by the Commission within 120 days after June 28, 1974. Pending the determination of any such application the continuance of such operation without a certificate of public convenience and necessity shall be lawful.

(2) Interruptions of service in such operations over which such person, party or legal entity, or the predecessor in interest thereof, had no control, shall not be considered in determining whether or not there has been an abandonment of any such operations.

(3) In issuing any certificate of public convenience and necessity under this subsection, the Commission, in its discretion, may define or limit the territory or territories in this State within which the activities authorized by the certificate may be conducted, but in no case shall such territory or territories be smaller than the territory or territories in this State in which the applicant was in actual bona fide operation on June 28, 1974.

(4) The application for a certificate of public convenience and necessity under this subsection shall be verified and shall contain such information as the Commission deems necessary to show that the applicant was not engaged merely in isolated, incidental, intermittent, sporadic and infrequent operations.

(5) The Commission may adopt and approve such forms as it deems necessary for this purpose.

(c) A public utility that provides telecommunications services may abandon or discontinue, in whole or in part, the provision of any competitive retail telecommunications services; provided, however, that such utility shall provide the Commission with contemporaneous notice of abandonment or discontinuance of all of its competitive retail telecommunications services in the State.

(d) (1) Subject to the provisions of Chapter 10 and § 706(c) of this title and excluding electric suppliers, no public utility shall abandon or discontinue, in whole or in part, any regulated public utility business, operations or services provided under a certificate of public convenience and necessity or otherwise which are subject to jurisdiction of the Commission without first having received Commission approval for such abandonment or discontinuance.

(2) Applications for such approval shall be made to the Commission in writing, verified by oath or affirmation and be in such form and contain such information as the Commission may from time to time require.

(3) The Commission shall approve any such application when it finds that the utility has met its burden of proving that the abandonment or discontinuance is reasonable, necessary and not unduly disruptive to the present or future public convenience and necessity.

(4) The Commission may make such investigation and hold such hearings in the matter as it deems necessary or appropriate, and may attach reasonable terms and conditions to the granting of such approval.

(5) If, within 60 days after the filing of such application, the Commission has not acted concerning the application, it shall be deemed to have been approved. The Commission may, within such 60-day period, set the matter for hearing, in which event the Commission shall render a decision concerning said application within 7 months from the date such application was filed or the application shall be deemed in fact and law to be approved, unless within said 7-month period the Commission for good cause shown shall enter an order extending the period for decision for a further reasonable time not to exceed 120 days.

(6) Nothing contained in this section shall be construed to require formal application for approval of abandonment or discontinuance of service to any individual customer or customer class where the basis for such abandonment or discontinuance is nonpayment of bills or other violation of the utility's rules, regulations and tariffs.

(7) The Commission may seek injunctive relief in the Court of Chancery to prevent any abandonment in violation of this subsection and in such proceeding shall not be required to post security for any temporary or preliminary injunction.

(e) As of the implementation dates specified in § 1003(b)(1) and (2) of this title (repealed), nothing contained in this section shall be construed to require application for approval of the abandonment or discontinuance of service by an electric supplier.

(47 Del. Laws, c. 254, § 8; 48 Del. Laws, c. 371, § 13; 26 Del. C. 1953, § 162; 53 Del. Laws, c. 364, §§ 1-4; 54 Del. Laws, c. 38, § 1; 57 Del. Laws, c. 665, §§ 2, 3; 59 Del. Laws, c. 397, § 1; 64 Del. Laws, c. 150, § 1; 66 Del. Laws, c. 50, § 1; 72 Del. Laws, c. 10, §§ 7-9; 79 Del. Laws, c. 53, § 4; 81 Del. Laws, c. 205, § 2; 82 Del. Laws, c. 11, § 2.)

§ 203B Service territories for electric utilities.

(a) Subject to the provisions of § 202 of this title, the Commission shall, upon notice and after hearing, establish boundaries throughout the State within which public utilities providing retail electric service shall have the obligation and authority to provide retail electric service. All certificates of public convenience and necessity granted by the Commission shall be issued or amended to reflect such boundaries. Upon establishment, reestablishment or adjustment of any such boundaries the Commission shall cause maps to be issued designating and certifying the territorial boundaries within which such public utilities shall be authorized and obligated to provide service. In acting hereunder, except with respect to customers residing within the boundaries of a municipality which owns an electric utility or a municipal electric company formed pursuant to Chapter 13 of Title 22 and who, as of July 2, 1992, are served by another public utility, the Commission shall not authorize or obligate any public utility to provide retail electric service to any customer within the boundaries of a municipality which owns an electric utility or municipal electric company formed pursuant to Chapter 13 of Title 22 without its consent. Notwithstanding the provisions of this subsection or subsection (d) of this section, if such a municipality shall annex adjacent or adjoining territory, any retail electric customer of another public utility within such territory may be acquired by such municipality pursuant to Chapter 61 of Title 10. Nothing contained herein shall invalidate or otherwise affect any contract entered into on or before June 30, 1992, between any municipality and a public utility relating to the acquisition of retail electric customers within the boundaries of the municipality listing as of such date. In the event a municipality which owns an electric utility or a municipal electric company formed pursuant to Chapter 13 of Title 22 shall annex adjacent or adjoining territory whether or not such territory contains retail electric customers, upon notice to the Commission by such municipality, the Commission shall issue or revise maps previously issued to reflect such acquisition.

(b) In acting under this section, the Commission shall consider and account for as the primary factor, currently existing territories within which utility electric customers are being served at retail including the boundaries of municipalities which serve such customers. In acting further under this section, the Commission shall consider among other pertinent factors, which of 2 or more public utilities:

(1) Had distribution facilities in nearest proximity to a designated area as of July 1, 1992;

(2) Was the first to furnish retail service to, or in close proximity to, a designated area;

(3) Can install and/or upgrade its facilities to furnish service to a designated area with the smaller amount of additional investment; and

(4) Is demonstrably capable of providing adequate and reliable service to a designated area within a reasonable period of time and in a feasible manner.

In connection with any proceedings undertaken by the Commission pursuant to subsection (a) of this section and this subsection the Commission shall approve and implement agreements between 2 or more public utilities if such agreements are consistent with the public interest.

(c) In acting under subsection (b) of this section, the Commission shall give no consideration to the location or existence of transmission facilities.

(d) In establishing service territory boundaries under this section, the Commission shall provide that any customer which, as of the date such boundaries are set, was receiving retail electric service from a public utility other than the public utility within whose service territory such customer is located, shall continue to receive such service from the same public utility unless both public utilities agree that service shall be provided by the public utility to whom that service territory has been allocated; and further provided that the Commission may prohibit such a change whenever it determines, after notice and hearing, that such change will not be in the public interest.

(e) If the Commission, after notice and hearing, shall determine that service being furnished or proposed to be furnished by a public utility subject to its jurisdiction to a customer or prospective customer within its service territory is substantially inadequate and is not likely to be made adequate, or otherwise exceeds the capacity of that public utility to provide adequate service within a reasonable time, the Commission may authorize another public utility to provide service to such customer.

(f) After the establishment of retail electric service territories under this section, 2 or more public utilities subject to Commission jurisdiction may from time to time hereafter apply to the Commission for adjustment of their adjoining retail electric service territories, and, if the Commission determines, after notice and hearing, that such adjustment is in the public interest, it shall approve such adjustment and, to the extent required, cause revised maps to reflect such adjustment to be prepared.

(g) The exclusive retail electric service territories heretofore established by the Commission pursuant to this section shall continue as exclusive service territories for the transmission and distribution of electricity. Except as otherwise provided herein, each electric distribution company shall have the exclusive right to furnish transmission and distribution services to all electricity-consuming facilities located within its service territory and shall not furnish, make available, render or extend its transmission and distribution services to a consumer located within the service territory of another electric distribution company; provided that any electric distribution company may extend or construct its facilities in or through the service territory of another electric distribution company, if such extension or construction is necessary for such company to connect any of its facilities or to serve its customers within its own service territory. As of the implementation dates as set forth in § 1003(b)(1) and (2) of this title [repealed], there shall be no exclusive service territories for the supply of electricity, except as otherwise herein provided.

(h) Notwithstanding any other provision of this title:

(1) A retail electric customer has the right to lease or own (satisfied by partial ownership) facilities on its own property to transmit or distribute electricity to itself.

(2) Where retail electric customer-owned transmission and/or distribution facilities that, at any time prior to February 1, 1999, were located on property owned by such customer, and were used to transmit or distribute electricity to buildings, facilities or equipment on such property, and that retail electric customer sold or leased a portion of such property and/or buildings, facilities or equipment thereon to third parties, then that customer shall have the right to continue to own such facilities and to transmit or distribute electricity to both itself and to any such third parties, with separate metering for each third party. Furthermore, if such customer desires to expand such facilities to serve additional buildings, facilities or equipment or additions thereto on such property used by such third party, then that customer and the electric distribution company shall jointly determine the terms and conditions of the ownership, installation, operation and maintenance of the expanded facilities. Any disagreement in this regard shall be presented to the Commission for resolution. If the customer utilizes its own facilities to transmit or deliver electricity to any such third party, the customer shall not charge the third party any amount that exceeds its actual costs of providing such services.

(3) Any person shall have the right to lease or own transmission and/or distribution facilities to transmit or deliver electricity from an electric generation facility, which qualifies under the Public Utilities Regulatory Policy Act of 1978 [P.L. 95-617] or its successor, to its host customer on the same or on any immediately adjacent property. Should such person desire to have electricity transmitted or delivered to not more than 5 other nearby customers who are new customers or who have been receiving electricity through the then-existing facilities of an electric distribution company, such person must first contact the electric distribution company to jointly determine how such service shall be provided. Should agreement not be jointly reached, the matter shall be presented to Commission for resolution. The options that may be considered include the following:

a. The electric distribution company may continue to provide such service over its then-existing facilities at Commission-approved rates; or

b. New facilities may be installed by the electric distribution company to provide such service, in which case the customers shall reimburse the electric distribution company for the depreciated book value, plus removal costs less salvage value, of any then-existing facilities that will no longer be used by the electric distribution company. In this case, the regular Commission-approved rates shall not be applicable for such new facilities. Instead, a separate facilities charge rate will be developed and billed monthly to such customers, based upon the actual installed cost of such new facilities, including normal levels of operating expenses, taxes and return.

(i) For purposes of this section only, effective on the implementation dates set forth in § 1003(b)(1) and (2) of this title [repealed], the term “retail electric service” shall be construed to be synonymous with the term “electric transmission and distribution” and shall not include the generation, supply or sale of electricity itself.

(66 Del. Laws, c. 50, § 1; 68 Del. Laws, c. 299, § 4; 72 Del. Laws, c. 10, § 10.)

§ 203C Certificates of public convenience and necessity for water utilities.

(a) No person or entity (including municipalities, governmental agencies, and water authorities and districts created under Title 9 or Title 16) shall begin the business of a water utility nor shall any existing water utility begin any extension or expansion of its business or operations without having first obtained from the Commission a certificate that the present or future public convenience and necessity requires, or will be served by, the operation of such business or the proposed extension or expansion. The provisions of this section shall not apply to any municipality that has extended its boundaries by annexation as provided for in Chapter 1 of Title 22 provided the municipality operates a water utility that will be expanded or extended into the annexed territory and no certificate of public convenience and necessity shall exist for the annexed territory. The municipality shall promptly give notice to the Public Service Commission of the completion of such annexation.

(b) This section shall not be construed to require any water utility holding an existing certificate of public convenience and necessity to secure an additional certificate from the Commission for existing operations nor shall this section be construed to require an additional certificate for the extension or expansion of operations within a service territory for which a certificate has previously been granted.

(c) An application for a certificate of public convenience and necessity to begin, extend or expand the business of a water utility beyond the territory covered by any existing certificate shall be in writing, shall be in such form as determined by the Commission and shall contain the information specified in subsection (d) or (e) of this section.

(d) The Commission shall issue a certificate of public convenience and necessity if the applicant therefore has submitted, together with the application, the following:

(1) Evidence that all landowners of the proposed territory have been notified by certified mail, or its equivalent, of the filing of the application, such evidence consisting of:

a. A list provided by the United States Postal Service, or the alternate delivery service, of those to whom notice was sent and

b. Copies of materials returned to sender; and

(2) One of the following:

a. Evidence that the water in the proposed service area does not meet the regulations governing drinking water standards of the Department of Health and Social Services for human consumption; or

b. Evidence that the supply is insufficient to meet the projected demand.

(e) The Commission shall issue a certificate of public convenience and necessity if the applicant therefore has submitted, together with the application, the following:

(1) Evidence that all landowners of the proposed territory have been notified by certified mail, or its equivalent, of the filing of the application, such evidence consisting of:

a. A list provided by the United States Postal Service, or the alternate delivery service, of those to whom notice was sent and

b. Copies of all materials returned to sender; and 1 of the following:

1. A signed service agreement with the developer of a proposed subdivision or development, which subdivision or development has been duly approved by the respective county government;

2. One or more petitions requesting water service from the applicant executed by the landowners of record of each parcel or property to be encompassed within the proposed territory to be served;

3. In the case of an existing development, subdivision, or generally recognized unincorporated community, 1 or more petitions requesting water service from the applicant executed by the landowners of record of parcels and properties that constitute a majority of the parcels or properties in the existing development, subdivision, or unincorporated community; or

4. A certified copy of a resolution or ordinance from the governing body of a county or municipality that requests, directs, or authorizes the applicant to provide water utility services to the proposed territory to be served, which must be located within the boundary of such county or municipality.

(2) In the case of a new water utility, evidence that it possesses the financial, operational and managerial capacity to comply with all state and federal safe drinking water requirements and that it has, or will procure, adequate supplies of water to meet demand, even in drought conditions, by maintaining supply sufficient to meet existing and reasonably anticipated future peak monthly demands;

(3) Certification by the applicant that any proposed extension of service will satisfy the provisions of § 403 of this title; and

(4) If the Town Council of the Town of Ocean View adopts a resolution providing for water utility service to its residents and undertakes the construction of such service, the provisions contained in paragraph (e)(1) of this section shall not apply to or be required for the Town of Ocean View's application for a certificate of public convenience and necessity under this section.

(f) Notwithstanding any other provision of this section, a certificate of public convenience and necessity to begin, extend or expand the business or operations of a water utility will not be granted if the Commission finds that the applying water utility is unwilling or unable to provide safe, adequate and reliable water service to existing customers, or is currently subject to a Commission finding that the utility is unwilling or unable to provide safe, adequate and reliable water service to existing customers.

(g) (1) An applicant for a certificate of public convenience and necessity shall be deemed in compliance with the notification requirement set forth in paragraphs (d)(1) and (e)(1) of this section with respect to condominium units, as defined in the Delaware Unit Property Act, Chapter 22 of Title 25, upon providing certification signed by an authorized officer of the condominium association that:

a. The officer of the condominium association is properly authorized to sign the petition for water service, and

b. All unit owners have been provided notice of the application. A copy of the notice provided to unit owners shall accompany the certification.

(2) The Commission may establish alternative means of demonstrating compliance with the notification requirement set forth in this section, including verification that notification has been delivered to the land owners of the proposed territory to be served, subject to a finding that the appropriate internet accessible technology creating a record that the notification has been sent and the status of its receipt is employed by the United States Postal Service, and after soliciting input on the use of such technology from water utilities.

(h) (1) The Commission shall act on an application for a certificate of public convenience and necessity within 90 days of the submission of a completed application. For good cause shown, and if it finds that the public interest would be served, the Commission may extend the date of its action on an application for an additional period not to exceed 30 days.

(2) Any proceedings involving certificates of public convenience and necessity shall be conducted in accordance with the procedures set forth in subchapter III of Chapter 101 of Title 29.

(i) For applications submitted pursuant to paragraphs (e)(1)b.2. and (e)(1)b.3. of this section, any landowner of record whose parcel or property (or any part thereof) is located within the proposed territory to be served shall be entitled to opt out and have the landowner's parcel or property excluded from the proposed territory to be served. A request to opt out shall be submitted by any landowner of record prior to the issuance of a certificate of public convenience and necessity. In the case of a parcel with multiple landowners of record, a request to opt out may be rescinded or countermanded by the landowners of record holding, or vested with, a controlling interest in the parcel or property. Notwithstanding the opt-out provision in the preceding sentences, no such opt-out right shall apply to the Town of Dagsboro to implement the results of a special election held on April 27, 2002; that election voted to establish water services by contract with a neighboring municipality that has an established water utility service. Notwithstanding the objection and opt-out provisions contained in this subsection, if the Town Council of the Town of Ocean View adopts a resolution providing for water utility service to its residents and undertakes the construction of such service, the objection and opt-out provisions shall not be available to the residents of the Town of Ocean View.

(j) For purposes of this section, the phrase "landowner of record" shall mean each person or entity holding a fee ownership interest in a parcel of real property that would be encompassed within the proposed territory to be served. A landowner of record shall be determined as of the time of the filing of the application for a certificate of public convenience and necessity and may be identified by reference to public tax and public land records or relevant land conveyances. The phrase "landowners of the proposed territory" shall mean the landowners of record of the parcel or parcels to be encompassed within the proposed territory to be served. However, with respect to condominium units, as defined in the Delaware Unit Property Act, Chapter 22 of Title 25, the phrase "landowner of record" and "landowners of the proposed territory" shall be deemed to mean the governing body or authorized officers of any condominium association with authority to act on behalf of unit owners, unless the underlying real property on which such condominium units have been built has been leased, directly or indirectly, to unit owners and the underlying real property owner retains the power to bind the unit owners. A petition from a governing body or authorized officers of a condominium association shall comply with paragraph (g)(1) of this section.

(k) The Commission may undertake to suspend or revoke for good cause a certificate of public convenience and necessity held by a water utility. Good cause shall consist of:

(1) A finding made by the Commission of material noncompliance by the holder of the certificate with any provisions of Title 7, 16 or 26 dealing with obtaining water or providing water and water services to customers, or any order or rule of the Commission relating to the same; and

(2) The presence of such additional factors as deemed necessary by the Commission as outlined in subsection (l) of this section.

(l) Prior to July 1, 2001, the Commission shall establish rules for the revocation of a certificate of public convenience and necessity held by a water utility. Such regulations shall outline the factors, in addition to those outlined in subsection (k) of this section, which must be present for a finding of good cause for revocation of a certificate. Such additional factors shall include, but not be limited to, the following:

(1) A finding by the Commission that, to the extent practicable, service to customers will remain uninterrupted under an alternative water utility or a designated third party capable of providing adequate water service; and,

(2) To the extent practicable, the Commission should attempt to identify methods to mitigate any financial consequences to customers served by the utility subject to a revocation.

(m) The power to revoke a certificate of public convenience and necessity granted by this section shall not apply to a certificate held by a municipally-owned water utility or by a water district or water authority created and operated under Titles 9 and 16. In the case of water utilities that are public utilities subject to the jurisdiction of the Commission, the Commission shall have the authority to assess penalties under § 217 of this title.

(n) Notwithstanding anything in this section to the contrary, the power to grant a certificate of public convenience and necessity pursuant to this section to a water authority created under Title 16 shall be limited to the boundaries of the municipality or municipalities which created it unless the Commission is provided with a resolution passed by the governing body of that municipality or municipalities which requests that the certificate be granted.

(72 Del. Laws, c. 402, § 6; 73 Del. Laws, c. 264, § 1; 74 Del. Laws, c. 86, § 1; 74 Del. Laws, c. 351, §§ 1, 2; 76 Del. Laws, c. 55, §§ 1-3, 6.)

§ 203D Certificates of public convenience and necessity for wastewater utilities.

(a) (1) Except for municipalities, governmental agencies and wastewater authorities and districts, which are governed under subsection (b) of this section and wastewater utilities serving or to serve fewer than 50 customers in the aggregate, no person or entity shall begin the business of a wastewater utility nor shall any existing wastewater utility begin any extension or expansion of its business or operations without having first obtained from the Commission a certificate that the present or future public convenience and necessity requires, or will be served by, the operation of such business or the proposed extension or expansion.

(2) Except for municipalities, governmental agencies and wastewater authorities and districts, which are governed under subsection (b) of this section and wastewater utilities serving fewer than 50 customers in the aggregate, any person or entity already in the business of a wastewater utility as of June 7, 2004, shall by December 3, 2004, obtain from the Commission a certificate of public convenience and necessity for its existing service area. Such person or entity shall provide the Commission a description of its facilities and the area it serves and a schedule of rates currently charged its customers, in such form as the Commission may require. Such person or entity need not provide the information required by subsection (d) of the section, nor any other tariff information required by § 301 of this title or any other provision of this title at the time of their submission. A certificate shall be granted by the Commission to such persons or entities which provide the required information to the Commission, unless the Commission has actual knowledge at the time of the application for a certificate that the applicant is in material violation of any provisions of Title 7, 16 or 26 dealing with the provisions of wastewater services or there is a bona fide dispute as to the actual service territory served by such person or entity. The Commission shall attempt to expeditiously resolve any such dispute.

(b) Although municipalities, governmental agencies, and wastewater authorities or districts engaging in or desiring to engage in the business of a wastewater utility are not required to obtain a certificate of public convenience and necessity from the Commission for any existing or new service territory, these entities shall supply to the Commission a description of any existing service territory for wastewater service no later than October 4, 2004, and shall promptly give notice and a description of any extension of wastewater territory or new wastewater service territory to the Commission. Such entity shall not extend service in areas, which the Commission has granted a certificate of public convenience and necessity to another wastewater utility without receiving the approval of the Commission. Any wastewater utility shall not extend its territory into a service territory of a municipality, government agency or wastewater authority or district without the approval of such entity and then obtaining approval of a certificate of public convenience and necessity from the Commission under this section. A municipality desiring to provide wastewater service to any property outside its municipal boundary must file with the Commission a petition requesting wastewater service from the municipality executed by the landowner of record of such property.

(c) An application for a certificate of public convenience and necessity to begin, extend or expand the business of a wastewater utility shall be in writing, shall be in such form as determined by the Commission and shall contain the information specified in subsection (d) of this section.

(d) Except as provided for below, the Commission shall issue a certificate of public convenience and necessity if the applicant therefore has submitted, together with the application, the following:

(1) A signed service agreement with the developer of a proposed subdivision or development, which subdivision or development has been duly approved by the respective county government; or

(2) One or more petitions requesting wastewater service from the applicant executed by the landowners of record of each parcel or property to be encompassed within the proposed territory to be served; or

(3) In the case of an existing development, subdivision, or generally recognized unincorporated community, 1 or more petitions requesting wastewater service from the applicant executed by the landowners of record of parcels and properties that constitute a majority of the parcels or properties in the existing development, subdivision or unincorporated community; or

(4) A certified copy of a resolution or ordinance from the governing body of a county or municipality that requests, directs or authorizes the applicant to provide wastewater utility services to the proposed territory to be served, which must be located within the boundary of such county or municipality; and

(5) In the case of a new wastewater utility, evidence that it possesses the financial, operational and managerial capacity to serve the public convenience and necessity and to comply with all state and federal regulations.

In addition, in an application premised on paragraph (d)(3) of this section, the applicant shall submit evidence that the applicant sent or delivered notice of its application to the landowner of record of each parcel in the existing development, subdivision or unincorporated community that will be encompassed in the proposed territory to be served. The Commission shall prescribe the form of such notice and the manner for so notifying such landowners. In addition, in the case of an application premised on paragraph (d)(3) of this section, the Commission may deny the application if the Commission determines that the grant of a certificate would not serve the public convenience and necessity.

(e) Notwithstanding any other provision of this section, a certificate of public convenience and necessity to begin, extend or expand the business or operations of a wastewater utility will not be granted if the Commission finds that the applying wastewater utility is unwilling or unable to provide safe, adequate and reliable service to existing customers, or is currently subject to a Commission finding that the utility is unwilling or unable to provide safe, adequate and reliable service to existing customers.

(f) An applicant for a certificate of public convenience and necessity shall be deemed in compliance with the notification requirement set forth in subsection (c) of this section with respect to condominium units, as defined in the Delaware Unit Property Act, Chapter 22 of Title 25, upon providing certification signed by an authorized officer of the condominium association that:

(1) The officer of the condominium association is properly authorized to sign the petition for wastewater service; and

(2) All unit owners have been provided notice of the application.

A copy of the notice provided to unit owners shall accompany the certification.

(g) (1) The Commission shall act on an application for a certificate of public convenience and necessity within 90 days of the submission of a completed application. For good cause shown, and if it finds that the public interest would be served, the Commission may extend the date of its action on an application for an additional period not to exceed 30 days. However, if an application for a certificate of public convenience and necessity is filed prior to July 1, 2005, the Commission may extend the date of its action on such application for an additional period, not to exceed 90 days.

(2) Any proceedings involving certificates of public convenience and necessity shall be conducted in accordance with the procedures set forth in subchapter III of Chapter 101 of Title 29.

(h) For applications submitted pursuant to subsection (d) of this section, no certificate of public convenience and necessity shall be issued where a majority of the landowners of the proposed territory to be served object to the issuance thereof.

(i) For purposes of this section, the phrase "land owners of the proposed territory to be served" shall refer solely to those persons having fee ownership of the affected parcel of real property within the proposed territory to be served (as reflected by appropriate tax or land record documents) at the time that the application for a certificate of public convenience and necessity is submitted by the applicant to the Commission for consideration; provided, however, that with respect to condominium units, as defined in the Delaware Unit Property Act, Chapter 22 of Title 25, this phrase shall mean the governing body or authorized officers of any condominium association with authority to act on behalf of unit owners, unless the underlying real property on which such condominium units have been built has been leased, directly or indirectly, to unit owners and the underlying real property owner retains the power to bind the unit owners.

(j) The Commission may, for good cause, undertake to suspend or revoke a certificate of public convenience and necessity held by a wastewater utility. Good cause shall consist of:

(1) A finding made by the Commission of material noncompliance by the holder of the certificate with any provisions of Title 7, 16 or 26 dealing with the provision of wastewater services to customers, or any order or rule of the Commission relating to the same; or

(2) A finding by the Commission that the wastewater utility has failed in a material manner to provide adequate or safe wastewater service to customers as evidenced by inadequate customer service, insufficient investment in, or inadequate operation of, the system or otherwise; and

(3) A finding by the Commission that, to the extent practicable, service to customers will remain uninterrupted under an alternative wastewater utility or a designated third party capable of providing adequate wastewater service; and,

(4) A finding by the Commission that to the extent practicable, any financial consequences to customers served by the utility subject to a revocation are appropriately mitigated.

(74 Del. Laws, c. 317, § 6; 76 Del. Laws, c. 57, §§ 1-3; 76 Del. Laws, c. 162, § 1.)

§ 203E Certificate of public convenience and necessity for new electric transmission utilities.

(a) Except as provided in § 203A(a)(3) of this title, no person or entity shall begin the business of an electric transmission utility providing transmission facilities, as defined in § 1001(26) of this title, without having first obtained from the Commission a certificate that the present or future public convenience and necessity requires, or will be served by, the operation of such business.

(b) A person or entity seeking to begin the business of an electric transmission utility in this State shall first make application to the Commission for a certificate of public convenience and necessity approving the person or entity as an electric transmission utility authorized to provide transmission facilities. The application for a certificate of public convenience and necessity shall be in writing, shall be in such form as determined by the Commission, and shall contain such information as the Commission may prescribe. In determining whether to grant the certificate, the Commission shall consider:

(1) Whether PJM Interconnection, L.L.C. (or its successor) ("PJM") has selected the applicant to develop or own transmission facilities included in the regional transmission expansion plan approved through PJM's Federal Energy Regulatory Commission-approved developer qualification and competitive procurement process, or if such PJM approval has not occurred:

a. The demonstrated experience, operating expertise, and long-term viability of the applicant or its affiliates, partners, or parent company;

b. The need for and impact of any transmission facilities proposed by the applicant on the safe, adequate, and reliable operation or delivery of electric supply services; and

c. The engineering and technical design of any transmission facilities proposed by the applicant.

(2) The impact of granting the certificate of public convenience and necessity application on the State's economy and the benefits to the State's ratepayers; and

(3) The impact of granting the certificate of public convenience and necessity application on the health, safety, and welfare of the general public.

(c) The Commission shall act on an application for a certificate of public convenience and necessity within 90 days of the submission of a completed application. For good cause shown, and if it finds that the public interest would be served, the Commission may extend the date of its action on an application for an additional period not to exceed 90 days.

(d) Notwithstanding any other provision of this section, a certificate of public convenience and necessity for an electric transmission utility will not be granted if the Commission finds that the applicant is unwilling or unable to provide safe, adequate and reliable transmission services, or is currently subject to a Commission finding that the applicant is unwilling or unable to provide safe, adequate and reliable transmission services.

(e) The Commission may, for good cause, undertake to suspend or revoke a certificate of public convenience and necessity held by an electric transmission utility. Good cause shall consist of:

(1) A finding by the Commission of material noncompliance by the holder of the certificate with any conditions imposed in the certificate by the Commission, or with any order or rule of the Commission related to the same; or

(2) A finding by the Commission that the holder of the certificate has failed in a material manner to provide safe, adequate, and reliable transmission services.

(f) Any proceedings under this section involving a certificate of public convenience and necessity shall be conducted in accordance with the procedures set forth in subchapter III of Chapter 101 of Title 29.

(81 Del. Laws, c. 205, § 1.)

§ 204 Extension of utilities' facilities.

(a) The Commission may, after hearing, upon notice, by order in writing, require every public utility to establish, construct, maintain and operate any reasonable extension of its existing facilities where, in the judgment of the Commission, such extension is reasonable and practicable and will furnish sufficient revenue to justify the construction and maintenance of the same, and when the financial condition of the public utility reasonably warrants the original expenditures required in order to make and operate such extension; provided, however, the Commission shall consider, among other things, the size and amount of additional and potential customers to be served, whether the new customers will contribute to any capital expenditures required by the extension and whether the public utility must borrow funds to provide the extension of service.

(b) Notwithstanding any other provision of law, a telecommunications service provider is not required to establish, construct, maintain, operate or extend its existing facilities where the potential customers to be served have service available from 1 or more alternative providers of wireline or wireless communications. Further, notwithstanding any other provision of law, if the Commission makes a determination under subsection (a) of this section requiring such extension, a telecommunications service provider may fulfill such obligation through the use of any and all available wireline, wireless or other technologies. The use of wireline, wireless or other technologies may not be construed to grant any additional jurisdiction or authority to the Commission over such technologies.

(47 Del. Laws, c. 254, § 4; 26 Del. C. 1953, § 136; 59 Del. Laws, c. 397, § 1; 79 Del. Laws, c. 53, § 5.)

§ 205 Reports by public utilities.

(a) The Commission may require every public utility to file with the Commission such annual and other periodic or special reports, at such times, in such form and of such content, and covering such period or periods of time, as the Commission may by rules and regulations or by order prescribe.

(b) (1) The Commission may require any public utility to file with it a copy of any report filed by such public utility with any state or federal department or regulatory body, including, but not limited to, copies of its Delaware and federal income tax returns.

(2) A public utility that is a subsidiary of a corporation that files consolidated state or federal income tax returns shall file with the Commission, when so requested by the Commission, pro forma Delaware and federal income tax returns based solely upon said public utility's operations in Delaware.

(c) All reports shall be made under oath or affirmation unless the Commission otherwise specifies.

(47 Del. Laws, c. 254, § 3; 48 Del. Laws, c. 371, § 6; 26 Del. C. 1953, § 123; 59 Del. Laws, c. 397, § 1.)

§ 206 Investigations.

The Commission may investigate, upon its own initiative or upon complaint in writing, any matter concerning any public utility.

(47 Del. Laws, c. 254, § 3; 26 Del. C. 1953, § 124; 59 Del. Laws, c. 397, § 1.)

§ 207 Access to, inspection and examination of utility's property, records, etc.

The Commission, by or through its members or duly authorized representatives, shall at all times have access to and the right to inspect and examine any and all books, accounts, records, memoranda, property, plant, facilities and equipment of public utilities. Every public utility shall furnish to the Commission, within such reasonable time as the Commission may order, any information with respect to its books, accounts, records, memoranda, property, plant, facilities, equipment, service, and operations, which the Commission may require in aid of any inspection, examination, inquiry, investigation, or hearing, or in aid of any determination of the value of its property, or any portion thereof, including copies of accounts, records, books, maps, inventories, appraisals, valuations, contracts, reports of engineers,

and other data, records and papers; and shall grant to all authorized agents of the Commission access to its premises, property, plant, facilities and equipment and its books, accounts, records and memoranda when requested to.

(47 Del. Laws, c. 254, § 4A; 48 Del. Laws, c. 371, § 9; 26 Del. C. 1953, § 125; 59 Del. Laws, c. 397, § 1.)

§ 208 Books, records, accounts, systems of accounts, etc. of utility.

(a) (1) The Commission may, after hearing, upon notice, by order in writing, require every public utility to make, keep, and preserve for such periods of time, such accounts, records of cost accounting procedures, correspondence, memoranda, papers, books and other records as the Commission may by rules and regulations or order prescribe as necessary or appropriate for purposes of the administration of this chapter. The Commission may prescribe systems of accounts and records to be kept by public utilities, or may classify public utilities and prescribe a system of accounts and records for each class, and the manner and form in which such accounts and records shall be kept.

(2) The accounting system of any public utility also subject to the jurisdiction of a federal regulatory body shall correspond, as far as practicable, to the system prescribed by such federal regulatory body. The Commission may require any such public utility to keep and maintain supplemental or additional accounts to those required by any such regulatory body.

(3) The Commission, after notice and opportunity for hearing, may determine by order the accounts in which particular expenditures and receipts shall be entered, charged or credited.

(b) Every public utility shall keep such books, accounts, papers, records and memoranda, as are required by the Commission, in an office within this State, and shall not remove the same, or any of them, from this State, except upon such terms and conditions as may be prescribed by the Commission. Such public utility, when required by the Commission, shall furnish to the Commission, within such reasonable time as it shall fix, certified copies of its books, accounts, papers, records and memoranda, relating to the business done by such public utility within this State.

(47 Del. Laws, c. 254, § 4; 48 Del. Laws, c. 371, § 7; 26 Del. C. 1953, § 129; 59 Del. Laws, c. 397, § 1.)

§ 209 Standards, classifications, regulations, practices, measurements, services, property and equipment of public utility.

(a) The Commission may, after hearing, by order in writing:

(1) Fix just and reasonable standards, classifications, regulations, practices, measurements or services to be furnished, imposed, observed and followed thereafter by any public utility;

(2) Require every public utility to furnish safe and adequate and proper service and keep and maintain its property and equipment in such condition as to enable it to do so.

(b) Nothing contained in this section shall be construed to conflict with the power of the Commission to consider the efficiency, sufficiency, consistency and adequacy of the facilities provided and the services rendered by any public utility as a factor in rate determination.

(47 Del. Laws, c. 254, § 3; 26 Del. C. 1953, § 131; 59 Del. Laws, c. 397, § 1.)

§ 210 Standards for measurement of supply of product; examinations and tests of product.

The Commission may, after hearing, by order in writing, ascertain and fix adequate and reasonable standards for the measurement of quantity, quality, pressure, initial voltage or other condition pertaining to the supply of the product or service rendered by any public utility, and may prescribe reasonable regulations for examinations and tests of such product or service and for the measurement thereof.

(47 Del. Laws, c. 254, § 3; 26 Del. C. 1953, § 132; 59 Del. Laws, c. 397, § 1.)

§ 211 Meters and measuring appliances.

(a) The Commission may, after hearing, by order in writing, establish reasonable rules, regulations, specifications and standards to secure the accuracy of all meters and appliances for measurements and may provide for the examination and test of all appliances used for the measuring of any products or service of a public utility.

(b) The Commission may enter, by and through its agents, experts or examiners, upon any premises occupied by any public utility for the purpose of making the examination and tests provided for in this section and may set up and use on such premises any apparatus and appliances necessary therefor.

(c) The Commission may fix the fees to be paid by any consumer or user of any products or services of a public utility, who may apply to the Commission for an examination or test to be made of the meters or other measuring appliances of the utility. If the meter or other measuring appliance so tested shall be found to be accurate within such commercially reasonable limits as the Commission may by general or special order fix for such meters or class of meters or other measuring appliances, the fee shall be paid by the consumer requiring such test, but if not so found then the cost thereof shall be borne by the public utility furnishing the meter or other measuring appliance.

(d) All measuring devices installed subsequent to June 28, 1974, for the purpose of ascertaining bills presented by and on behalf of public utilities providing steam, manufactured gas, natural gas, electric light, heat, power and water shall be installed in a manner permitting readings from the exterior of the customer's premises. All such public utilities having measuring devices that, as of June 28, 1974, permit only readings from the interior of the customer's premises shall, when so requested in writing by the owner of said premises, substitute measuring devices permitting exterior readings, said substitution to be effected at cost payable by the owner.

(47 Del. Laws, c. 254, § 3; 26 Del. C. 1953, § 133; 59 Del. Laws, c. 397, § 1.)

§ 212 Compliance with laws, ordinances and charter.

The Commission may, after hearing, upon notice, by order in writing, require every public utility to comply with the laws of this State and any ordinance of any political subdivision thereof relating thereto, and to conform to the duties imposed upon it thereby or by the provisions of its own charter, whether obtained under any general or special law of any state.

(47 Del. Laws, c. 254, § 4; 26 Del. C. 1953, § 134; 59 Del. Laws, c. 397, § 1.)

§ 213 Notice and report of accidents; disclosure; admissibility as evidence.

(a) The Commission may require every public utility to give immediate notice to the Commission of the happening of any accident in or about, or in connection with, the operation of its service and facilities, wherein any person has been killed or apparently injured, or where complaint of injuries has been made, and to furnish such full and detailed report of such accident within such time and in such manner as the Commission shall prescribe.

(b) The report required by subsection (a) of this section shall not be open for public inspection, except by order of the Commission, and shall not be admitted in evidence for any purpose in any suit or action for damages growing out of any matter or thing mentioned in such report.

(47 Del. Laws, c. 254, § 3; 48 Del. Laws, c. 371, § 6; 26 Del. C. 1953, § 139; 59 Del. Laws, c. 397, § 1.)

§ 214 Joint investigations, hearings and orders; cooperation with agencies of other states or of the United States.

The Commission may make joint investigations, hold joint hearings within or without this State, and issue joint or concurrent orders in conjunction with any official, board, commission or agency of any state or of the United States. Whether in the holding of such investigations or hearings, or in the making of such orders, the Commission shall function under agreements or compacts between states or under the concurrent powers of states to regulate the interstate commerce, or as an agency of the federal government, or otherwise.

(47 Del. Laws, c. 254, § 1; 48 Del. Laws, c. 371, § 3; 26 Del. C. 1953, § 140; 59 Del. Laws, c. 397, § 1.)

§ 215 Merger, mortgage or transfer of property; issuance of securities; assumption of obligation of another; transfer of control; exceptions.

(a) No public utility, without having first obtained the approval of the Commission, shall:

(1) Directly or indirectly merge or consolidate with any other person or company, or sell, lease, assign, or mortgage except by supplemental indenture in accordance with the terms of a mortgage outstanding September 1, 1949, or otherwise dispose of or encumber any essential part of its franchises, plant, equipment or other property, necessary or useful in the performance of its duty to the public; or

(2) Issue any stocks, stock certificates, or notes, bonds or other evidences of indebtedness payable in more than 1 year from the date thereof; or

(3) Assume any obligation or liability as guarantor, endorser, surety or otherwise in respect of any security of any other person or corporation, payable or maturing more than 1 year after the date of such issue or assumption of liability.

(b) No individual, group, syndicate, general or limited partnership, association, corporation, joint stock company, trust or other entity, whether or not organized under the laws of this State, shall acquire control, either directly or indirectly, of any public utility doing business in this State, without having first obtained the approval of the Commission. Any such acquisition of control without such prior authorization shall be void and of no effect. As used herein the term “control” means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a public utility, whether through the ownership of voting securities, by effecting a change in the composition of the board of directors, by contract or otherwise. Control shall be presumed to exist if any such individual or entity, directly or indirectly, owns 10% or more of the voting securities of the public utility. This presumption may be rebutted by a showing that such ownership does not in fact confer control.

(c) Application for any such approval or authorization shall be made to the Commission in writing, verified by oath or affirmation, and be in such form and contain such information as the Commission requires.

(d) The Commission shall approve any such proposed merger, mortgage, transfer, issue, assumption or acquisition when it finds that the same is to be made in accordance with law, for a proper purpose and is consistent with the public interest. The Commission may make such investigation and hold such hearings in the matter as it deems necessary, and thereafter may grant any application under this section in whole or in part and with such modification and upon such terms and conditions as it deems necessary or appropriate. The Commission shall grant, modify, refuse or prescribe appropriate terms and conditions with respect to every such application within 30 days after the filing of the application therefor, except that with respect to any application filed under subsection (b) hereof, if the Commission gives notice to the parties of a hearing to be held by the Commission with respect to the application and the hearing is commenced within such 30 days or on a date mutually acceptable to the Commission and the parties, the Commission shall have 30 days after the submission of the hearing examiner’s report or recommended decision within which to render its decision. In the absence of any such action within such period of time, any such proposed merger, mortgage, transfer, issue, assumption or acquisition shall be deemed to be approved.

(e) (1) Any public utility may satisfy the requirements of paragraphs (a)(2) and (3) of this section by filing with the Commission a statement of a financing plan stating in detail:

a. Those issuances or assumptions described in paragraphs (a)(2) and (3) of this section that it intends to make within 3 years following the filing; and

b. The anticipated times thereof; and

c. The anticipated costs thereof; and

d. The anticipated capitalization ratios for the public utility during that period; and

e. Such other information as the Commission may require.

(2) The Commission shall review the plan for consistency with efficient and reasonable financing principles. The Commission may make such investigation and hold such hearings in the matter as it deems necessary, and thereafter may approve the plan in whole or in part with such modification and upon such terms and conditions as it deems appropriate. The Commission shall approve any financing plan when the proposed financings are to be made in accordance with law, for proper purposes and are consistent with the public interest. The Commission may require the filing of periodic reports as to the action taken pursuant to the plan. The Commission shall approve, modify, refuse or prescribe appropriate terms and conditions with respect to any such plan within 60 days of its filing. In the absence of such action within such period of time, the proposed plan shall be deemed to be approved as filed as if the Commission itself had acted favorably thereon. The public utility may then, without further application to the Commission, make any issuance or assumption approved by the Commission.

(3) Thereafter, the public utility may file an application for approval of an amendment to an approved plan or for approval of a substitute for an approved plan, which application will be reviewed under the criteria and by the procedures provided therein for review of and action on a filing of a financing plan except that the period of review shall be 30 days. In the absence of action by the Commission within such period of time, the amendment or substitute shall be deemed to be approved.

(f) Subsection (b) of this section shall not apply to any acquisition of control of any public utility which derives a greater percentage of its gross revenue from business in another jurisdiction than from business in this State if the Commission determines that the other jurisdiction has statutes or rules which are applicable and are being applied and which afford protection to ratepayers in this State substantially equal to that afforded such ratepayers by this section. For purposes of this subsection, the term "gross revenue" is used as that term is used in § 115(c) of this title, except that in defining gross revenue derived from business in another jurisdiction, the name of the appropriate regulatory agency or agencies established by such other jurisdiction for the regulation of public utilities shall be substituted for "the Public Service Commission" in § 115(c)(1) of this title and for "the Commission" in § 115(b) of this title.

(g) Nothing contained in this section shall be construed in any way to prevent the sale or lease or other disposition of any public utility of any of its property in the ordinary course of its business.

(h) Notwithstanding any other provision of law, Commission approval is not required for any reorganization or merger of public utility companies providing telecommunications services, including a mortgage or transfer of property, issuance of securities, assumption of obligation of another, or transfer of control of a service provider governed under this subchapter.

(47 Del. Laws, c. 254, § 6; 48 Del. Laws, c. 371, § 12; 26 Del. C. 1953, § 165; 59 Del. Laws, c. 397, § 1; 65 Del. Laws, c. 146, § 1; 70 Del. Laws, c. 48, §§ 3, 4; 79 Del. Laws, c. 53, § 6; 82 Del. Laws, c. 11, § 3.)

§ 216 Free passes, franks, products or services.

This chapter shall in nowise be construed to prevent the issuance by any public utility of free passes or franks, products or services to its employees, officers, agents, and their families, subject to such conditions as the Commission may prescribe by rule or regulation.

(21 Del. Laws, c. 273, § 97; 22 Del. Laws, c. 166, § 17; Code 1935, § 2184; 47 Del. Laws, c. 254, § 18; 26 Del. C. 1953, § 166; 54 Del. Laws, c. 38, § 3; 59 Del. Laws, c. 397, § 1.)

§ 217 Compliance with Commission's orders; penalty.

In default of compliance with any order of the Commission when the same becomes effective, the public utility affected thereby shall be subject to a penalty of up to $1,000 per day for every day during which such default continues, to be recovered in an action in the name of the State. Observance of the orders of the Commission may be compelled by mandamus or injunction in appropriate cases, or by an action to compel the specific performance of the orders so made or of the duties imposed by law upon such public utility.

(47 Del. Laws, c. 254, § 13; 26 Del. C. 1953, § 191; 57 Del. Laws, c. 643, § 2; 59 Del. Laws, c. 397, § 1.)

§ 218 Violations and penalties.

(a) Whoever knowingly performs, commits, or does, or participates in performing, committing or doing, or knowingly causes, participates or joins with others in causing any public utility to do, perform or commit, or advises, solicits, persuades, or knowingly instructs, directs or orders any officer, agent or employee of any public utility to perform, commit or do any act or thing forbidden or prohibited by this chapter, shall be fined not more than $1,000 or imprisoned not more than 6 months or both.

(b) This section shall not apply to violations for which another specific penalty is provided in this chapter.

(47 Del. Laws, c. 254, § 14; 26 Del. C. 1953, § 169; 56 Del. Laws, c. 258; 59 Del. Laws, c. 397, § 1.)

§ 219 Powers of Commission over public water suppliers [Repealed].

Repealed by 70 Del. Laws, c. 49, § 1, effective June 12, 1995.

§ 220 Telecommunications service for persons who have deafness, hearing loss or speech disabilities for wireline communications service and devices.

(a) All telephone corporations or any corporation supplying wireline communications service within this State shall participate in a program to provide telecommunications service for analog communication devices and a telecommunications relay service for persons who have deafness, hearing loss or speech disabilities.

(b) Telephone corporations or corporations supplying wireline telephone service within this State shall impose a surcharge as set forth in this section to recover the cost of providing said service through a separately identified charge on subscribers' bills as further outlined in subsection (e) of this section below. The surcharge shall be subject to adjustment annually with notification to providers required at least 90 days in advance of the effective date of such adjustment. The moneys recovered shall be deposited in a special fund created by the State for the purpose designated as the telecommunications service for persons who have deafness, hearing loss or speech disabilities.

(c) (1) The Delaware Office of the Deaf and Hard of Hearing of the Department of Labor is hereby directed to administer the program to provide access to public telecommunications service by residents of Delaware who have deafness, hearing loss or speech disabilities using devices for analog communications. The Office shall develop, accept, process, and approve applications for such service. This program shall be graduated so that not more than 10 new users are approved per month on a first come, first served basis.

(2) The Department of Technology and Information is hereby directed to provide a statewide telecommunications relay service that will allow persons who have deafness, hearing loss or speech disabilities to communicate by telephone through attendants or equipment at a service answering facility with persons having normal hearing and speech. The Department may enter into contractual agreements with 1 or more other persons or entities requiring such other persons or entities to perform all or any part of the service. The cost of providing the telecommunications relay service shall be paid out of the Fund.

(3) The Office of the Deaf and Hard of Hearing is authorized to promulgate procedures, regulations, rules, and criteria necessary to implement and administer this statewide program.

(d) In order for a person to be eligible for the program, the person shall be certified as having deafness, hearing loss, or a speech disability by a licensed physician, audiologist, or by any other method recognized by the Office of the Deaf and Hard of Hearing. Persons applying for the program must supply their own analog communication device.

(e) The Fund shall be funded by means of a monthly surcharge of up to $0.04 per month billed by providers to subscribers of communications services in this State as follows:

(1) *Residential telephone service.* — The surcharge shall be billed by each provider providing such service to all Delaware residential subscribers per residence exchange access line or per Basic Rate Interface ("BRI") ISDN arrangement, where the residence exchange access service is provided via a BRI ISDN arrangement. The surcharge shall not be applied to residence exchange access lines provided to Lifeline subscribers.

(2) *Business telephone service.* — The surcharge shall be billed by each provider providing such service to all Delaware business subscribers per business exchange access line and trunk or per BRI ISDN arrangement where the business exchange access service is provided via a BRI ISDN arrangement. Each Centrex access line shall be charged the equivalent of $^1/_9$ of the surcharge; provided, however, that where a Centrex customer has fewer than 9 lines, the maximum monthly charge for those lines will be the surcharge imposed on each business exchange access line or trunk divided by the customer's Centrex lines. Each Primary Rate Interface ISDN system shall be charged a rate equal to 5 times the surcharge. The surcharge shall not be applied to lines provided under wholesale arrangements.

(3) *Wireless service.* — The surcharge shall be billed by each wireless provider on all wireless service customers for each wireless telephone number for which they are billed by such provider.

(4) *Nontraditional communication services.* — The surcharge shall be billed by each provider of nontraditional communications service to subscribers based on an exchange access line equivalent that provides capacity to simultaneous access to 911 service where such provider is required to or opts to provide 911 service.

(f) The surcharge amounts shall be deposited into the Fund, along with any other state funds the General Assembly may from time to time appropriate.

(g) The provider shall bill the surcharge to the person purchasing the service but shall collect it on behalf of the State. The surcharges collected by a provider shall not be subject to taxes or charges levied by the State or any political subdivision thereof, nor shall they be considered revenue of the provider for any purpose.

(h) The surcharge shall not apply to wholesale services.

(i) All surcharges imposed by this section shall be collected by providers from subscribers to communications service with each invoice for service and shall be paid by providers on a monthly basis to the Department of Finance no later than the fifteenth day of the month following its collection and shall be deposited into the fund on a monthly basis.

(j) Each provider collecting such surcharges shall be entitled to recover the actual incremental costs of billing, collecting and remitting such surcharges, as well as the costs of compliance with any memorandum of understanding as described in this section, that will be taken monthly as a credit against the total amount to be remitted to the Department of Finance. This cost is defined as the incremental expense

incurred by the provider that is in addition to the normal expense of billing and collecting the charges for the provision of the provider's normal telephone service. Where moneys collected by the provider are equal to or less than the total charge for the telephone service provided to subscribers or customers by that provider, not including the surcharge, all moneys collected will be applied to the charges for the actual telephone service provided. As an alternative to recovery of the actual incremental costs described above, providers collecting the surcharge may elect to receive a collection allowance of 1% of the total amount collected from subscribers taken monthly as a credit against the total amount to be remitted to the Department of Finance.

(k) Each provider collecting such surcharges shall not be responsible for uncollectable surcharges. The State may also enter into a memorandum of understanding with each provider which shall include, but need not be limited to, the terms related to the collection and distribution of funds pursuant to this section and provide for reporting to the State the names and addresses of subscribers that fail to pay the surcharge. However, nothing in this section shall be construed to prevent the State from taking appropriate action to collect such surcharges designated by a provider as uncollectable.

(l) Each provider collecting such surcharge is fulfilling a governmental function and in so doing, is immune from suit for damages of any kind and is not liable for refunds except to the extent that the provider has failed to collect or remit surcharges to the Fund in accordance with the requirements of this section.

(m) Money in the Fund may only be used to fund the costs of providing the services specified in subsection (a) of this section above, telecommunications relay service costs specified in paragraph (c)(2) of this section and administrative costs as specified in subsection (j) of this section.

(n) The Fund is created as a nonappropriated special fund. Balances in the Fund on June 30 of each year shall carry forward and shall not revert to the General Fund.

(o) This section shall become effective January 1, 2013.

(67 Del. Laws, c. 67, § 1; 78 Del. Laws, c. 388, § 1.)

§ 221 Telecommunications Relay Service Advisory Committee.

(a) The purpose of the Telecommunications Relay Service Advisory Committee is to oversee the relay services contract, the Delaware relay web site, new product announcements and all associated outreach programs. The Telecommunications Relay Service Advisory Committee shall advise any public utility which is authorized by the Commission to provide a statewide telecommunications relay service (TRS), and to also advise any contractor, designee, agent or assign of such public utility on matters related to the use of the TRS.

(b) The Telecommunications Relay Service Advisory Committee is composed of the following 11 members:

(1) A representative from a public utility, authorized by the Commission to provide a statewide TRS utility.

(2) A person designated by the TRS utility that is under contract with such utility to provide all or part of a statewide TRS.

(3) The 9-1-1 Administrator for the State, or a designee of the 9-1-1 Administrator for the State.

(4) A representative from the Division for the Visually Impaired.

(5) A representative from the Department of Technology and Information.

(6) A representative from the Delaware Association of the Deaf.

(7) A representative from the Delaware Assistive Technology Initiative.

(8) A representative from the Hearing Loss Association of Delaware.

(9) A representative from the Delaware Office for the Deaf and Hard of Hearing.

(10) A representative from the Delaware School for the Deaf.

(11) A representative from Independent Resources, Inc.

(c) A public utility acting as a member of the Telecommunications Relay Service Advisory Committee shall be obligated to reimburse such Committee for the reasonable expenses incurred by such Committee for interpreter services. The Telecommunications Relay Service Advisory Committee shall submit invoices for such reasonable expenses to a public utility obligated to reimburse the Committee for the same. These expenses shall be recovered by a reimbursing public utility in the manner authorized by the Commission for recovery of any other costs associated with the implementation and operation of a TRS.

(68 Del. Laws, c. 145, § 1; 77 Del. Laws, c. 308, § 1; 82 Del. Laws, c. 53, § 1.)

§ 222 Exemption from criminal and civil liability.

The following parties shall not be liable for criminal prosecution or subject to a civil action arising from the relay of any message in the course of providing, or operating, a statewide dual party relay service:

(1) A public utility providing a statewide dual party relay service (DPRS utility);

(2) Any person or entity with whom the DPRS utility has contracted for the operation of all or a part of such relay service; or

(3) Any employee or agent of a DPRS utility, and any employee of any person or entity with whom such utility has contracted.

(68 Del. Laws, c. 145, § 1.)

§ 223 Electric cooperative's election to be exempt from regulation.

(a) To be exempt under § 202(g) of this title, an electric cooperative shall conduct an election of all its members as follows:

(1) An election under this section may be called by the cooperative's board of directors or shall be called not less than 100 days after receipt by the board of a valid petition signed by not less than 1,000 members of the cooperative.

(2) The proposition to exempt the cooperative from regulation by the Commission shall be voted upon by the cooperative's members and presented to a meeting of the members. The board of directors of the cooperative shall provide notice of the election and such meeting to the members of the cooperative. Such notice shall set forth the proposition to exempt the cooperative from regulation by the Commission and the time, date and place of the meeting. Notice shall be given in writing to the members and to the Commission by mail or by hand delivery not less than 40 days nor more than 90 days before the date of the meeting. Such notice shall also include directions for voting on the proposal, a form of written ballot, and the time, date and place of the forums required by paragraph (a)(3) of this section.

(3) With the call for an election under paragraph (a)(1) of this section, the board of directors of the cooperative shall schedule, and shall thereafter convene, at least 2 open forum sessions to allow members of the cooperative to discuss or make inquiries concerning the proposal and the election. Such forums shall be held on separate dates at differing locations within the cooperative's service territory at times convenient for members to attend. Such forums shall be held no sooner than 10 days after delivery of the notice described in paragraph (a)(2) of this section and no later than 20 days prior to the date of the meeting for presenting the proposition. The time, date and location of each such forum shall be included in the notice required by paragraph (a)(2) of this section. At such forum, a member of the cooperative shall have the opportunity to make inquiries about the proposition and shall have a reasonable, equal opportunity to present the member's views concerning the proposition, including a view in opposition to the proposition.

(4) If the cooperative mails information to its members regarding the proposition to exempt the cooperative from regulation by the Commission, other than the information required by paragraph (a)(2) of this section, the cooperative shall also include in the same mailing any materials provided in opposition to the proposition which are submitted by a petition signed by not less than 100 members of the cooperative. The cooperative shall pay the incremental cost of mailing such materials up to an amount equal to the cost of mailing the cooperative's information regarding the proposition. Any cost in excess of that amount shall be paid pro rata by the petitioners submitting materials in opposition, which payment shall be secured by an advance deposit reasonably estimated to cover such excess costs.

(5) An independent auditor selected by the board of directors voting shall control and supervise the procedures for voting on the proposition. Each member of the cooperative shall be entitled to 1 vote on the proposition, regardless of the manner utilized to cast such vote. A member may vote by use of a written ballot prescribed for the election. Such form of written ballot shall be included with the notice required under paragraph (a)(2) of this section. Such written ballot shall be cast if received by the time of the close of the voting at the meeting described in paragraph (a)(2) of this section. In addition, a member may vote at the meeting required by paragraph (a)(2) of this section by means of such written ballot or by use of a voting machine. After the close of the voting, the independent auditor shall tally the votes validly cast both by written ballot and by use of a voting machine. The cooperative, by its charter or bylaws, may also authorize members to cast ballots by means of an electronic format and electronic transmission. The procedures adopted for the use and transmittal of such electronic ballots shall ensure that each electronic ballot was sent by a member entitled to vote. An electronic ballot shall be cast if received by the close of voting at the meeting described in paragraph (a)(2) of this section.

(6) An election under this section shall require the affirmative vote of a majority of those members voting, in an election at which at least 15 percent of the cooperative's members cast votes, to carry the proposition.

(7) The independent auditor shall certify to the Commission, in writing, the results of any such election within 5 business days after the date of such election. Subject to § 224 of this title, the action voted by the members shall become effective at the expiration of 15 days from the date the election certificate is filed with the Commission.

(b) In the event the members of the cooperative have voted, pursuant to subsection (a) of this section, to exempt the cooperative from regulation by the Commission, any such cooperative may vote no more than once every 12 months to return said cooperative under the regulation of the Commission. Such proposition may be submitted to the members of the cooperative by the cooperative's board of directors, or shall be submitted to the members of the cooperative if at least 1,000 of the members of the cooperative sign a petition requesting such an election. Such proposition shall be submitted to the members of the cooperative and voted upon in the same manner as provided for in subsection (a) of this section.

(73 Del. Laws, c. 157, § 2.)

§ 224 Regulations governing exempt electric cooperatives.

Notwithstanding any electric cooperative's election to exempt itself from the regulatory authority of the Commission under § 223 of this title, during any such period of exemption:

(1) Such cooperative shall remain subject to the Restructuring Plan approved by the Commission pursuant to § 1005(b) of this title until April 1, 2005, except as provided in paragraph (9)e. of this section, and subject to modification by the Commission upon application by the cooperative. Effective April 1, 2005, the governing body of the cooperative shall have full power and authority to revise such Restructuring Plan, subject only to the provisions of paragraphs (2) through (10) of this section.

(2) Such cooperative shall remain subject to the Commission's jurisdiction and regulatory authority as necessary to implement §§ 203A, 203B and 204 of this title.

(3) Whenever such cooperative is a subject of or participant in any investigation or proceeding which the Commission is authorized to conduct under this section, the cooperative shall be charged with and pay such portion of the expenses of the Commission as is reasonably attributable to such investigation or proceeding in accordance with § 114 of this title.

(4) Such cooperative shall make available to its members the following reports:

a. Rate schedules, tariffs, and terms and conditions of service, and all amendments thereto;

b. Financial and statistical information regarding gross intrastate operating revenues, revenues per rate class, number of members and number of meters per rate class;

c. Data and information concerning load management, energy conservation, and similar programs;

d. Information concerning ongoing consumer education programs; and

e. Information concerning the cooperative's performance (income statements, balance sheets, reliability data, etc.).

(5) Such cooperative shall remain subject to § 117 of this title and shall continue to abide by § 303(a) of this title.

(6) No such cooperative shall increase or decrease any of its rates or charges for electric distribution service or electric supply service for "default" customers under paragraph (9)f. of this section unless:

a. It provides notice of such proposed action to the members as provided in paragraph (7) of this section;

b. It allows the members to attend those portions of the meeting of the governing body during which such proposed action is to be publicly voted upon; provided, however, that nothing herein shall be deemed to limit the governing body's right to go into executive session, closed to members, to discuss pending or potential litigation, confidential proprietary information the disclosure of which could be detrimental to the cooperative's financial interests or which could negatively impact on its ability to conduct business in a competitive environment, or to consult with legal counsel;

c. It allows the members a reasonable opportunity to address the governing body at such meeting prior to a final decision being made on such proposed action.

d. The applicable rates and charges for electric distribution service are, within each service classification, the same without regard to the customer's electric supply service provider.

(7) Such cooperative shall provide notice of all regular meetings of its governing body in its newsletters or as part of the monthly billing statement, and by posting on its website, if any. Notice of special meetings shall be posted on the cooperative's website, if any, or published (double-column, bordered in black) in 2 newspapers of general circulation in the cooperative's service territory at least 24 hours in advance of such meeting. Such notice shall include a statement that copies of the updated agenda for such meetings will be posted on the cooperative's website, if any, and available at the offices of the cooperative during normal business hours until the time of the meeting; provided, however, anything herein to the contrary notwithstanding, failure to provide notice or an updated agenda as required herein due to impossibility, impracticality or inadvertence shall not invalidate the meeting or any action taken thereat.

(8) Unless such cooperative has implemented a restructuring plan that provides for retail competition in its Delaware service territory, such electric cooperative may not use the transmission or distribution facilities of a nonaffiliated electric utility to make sales to customers in such nonaffiliated electrical utility's Delaware service territory; nor shall such electric cooperative own or receive, directly or indirectly, any economic interest in any entity which uses the transmission or distribution facilities of a nonaffiliated electric utility to make sales to customers in such non-affiliated electrical utility's Delaware service territory.

(9) In the event such cooperative has implemented a restructuring plan that provides for retail competition in its Delaware service territory, such electric cooperative:

a. Shall remain subject to the Commission's jurisdiction and regulatory authority as necessary to implement § 1012 of this title (certification of "electric suppliers").

b. Shall implement procedures to require all electric suppliers to deliver energy to the cooperative at locations and in amounts which are adequate to meet each electric supplier's obligations to its customers.

c. Shall be governed by § 1011(b) of this title with regard to metering and billing for customers in the cooperative's service territory.

d. Shall implement and maintain such procedures, processes and protocols (including all personnel, facilities and equipment) as reasonable and necessary to provide direct access (as defined in § 1001 of this title) to electric suppliers and their customers.

e. Shall, until March 31, 2005, maintain rates and charges that do not exceed those rates and charges previously established by the Commission pursuant to § 1006(b)(1) of this title, subject to the cooperative's right to petition the Commission for authority to change those rates in order to recover extraordinary costs pursuant to § 1006(b)(1) and (b)(2) of this title, and subject also to the right of such cooperative, without Commission approval: (i) to revise any individual rate(s) or charge(s) at any time provided that such rate(s) or charge(s) does/do not exceed those established by the Commission pursuant to § 1006(b)(1) of this title; and/or (ii) to increase rates and charges above those previously established by the Commission, if (and only if) necessary, because of increases in the cooperative's wholesale power cost, for the cooperative to maintain the minimum 1.5 TIER ("Times Interest Earned Ratio") and Debt Service Coverage lending requirements established by the Rural Utility Service of the United States Department of Agriculture.

f. Shall have the obligation to provide electric supply service, in accordance with the cooperative's published rate schedules, terms and conditions of service to all customers within its Commission-designated territory who:

1. Have no choice regarding electric suppliers;
2. Do not choose another electric supplier; or
3. Have contracted for electric supply service that is not delivered

(10) Such cooperative may adopt procedures to hear, decide and address, in a prompt and fair manner, complaints from its members, electric suppliers or suppliers of other competitive services. For purposes of this subsection, "other competitive services" shall mean any service or product provided for a fee by the cooperative to members or customers other than electric supply service, electric distribution service, metering and billing, or "ancillary services," as defined in § 1001 of this title. Such procedures may provide for both informal and formal complaint proceedings. A formal complaint proceeding shall include, at a minimum, the right to present a complaint in writing, the right to have such complaint heard by the chief executive officer of the cooperative (or the chief executive officer's designee), the right to a written response setting forth the reasons for any decision, and the right to have the complaint and response reviewed by the board of directors of the cooperative. A member, electric supplier or other supplier of competitive services may, but is not required to, utilize such informal or formal complaint procedures adopted by the cooperative and may, at any time, pursue any other remedy available under law. A determination made in the informal or formal complaint process shall be binding on the cooperative. A member, electric supplier, or supplier of other competitive services may agree to accept a determination made in the informal or formal complaint process but may reject such determination and pursue any other remedy available under law.

(73 Del. Laws, c. 157, § 2; 70 Del. Laws, c. 186, § 1; 76 Del. Laws, c. 200, § 1.)

§ 225 Lead paint on outdoor structures.

All provisions of this title must comply with Chapter 30M of Title 16.

(81 Del. Laws, c. 396, § 7.)

EXHIBIT B

[Vanguard Structure Chart]

Vanguard Organizational Structure

Vanguard®

Overview

Vanguard Registered Investment Companies

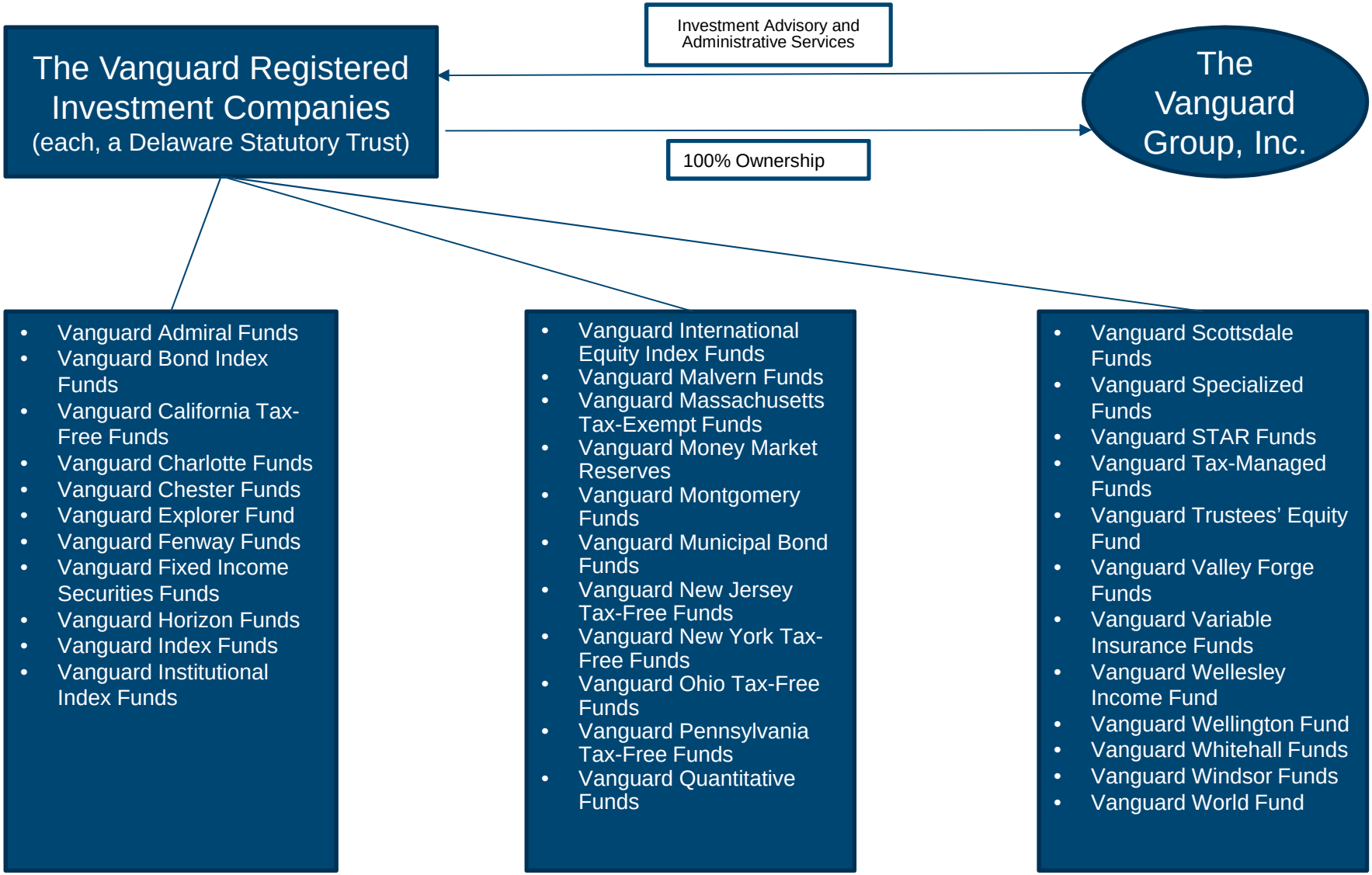

EXHIBIT C

[Vanguard SEC Schedule 13Gs]

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934
(Amendment No.: 2)*

Name of issuer: Chesapeake Utilities Corp

Title of Class of Securities: Common Stock

CUSIP Number: 165303108

Date of Event Which Requires Filing of this Statement: **December 31, 2019**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on the following page(s))

CUSIP No.: 165303108

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Vanguard Group - 23-1945930

2. CHECK THE APPROPRIATE [LINE] IF A MEMBER OF A GROUP

A. B. X

3. SEC USE ONLY

4. CITIZENSHIP OF PLACE OF ORGANIZATION

Pennsylvania

(For questions 5-8, report the number of shares beneficially owned by each reporting person with:)

5. SOLE VOTING POWER

33,547

6. SHARED VOTING POWER

7,541

7. SOLE DISPOSITIVE POWER

1,035,882

8. SHARED DISPOSITIVE POWER

39,094

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,074,976

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.55%

12. TYPE OF REPORTING PERSON

IA

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G
Under the Securities Act of 1934

Item 1(a) - Name of Issuer:

Chesapeake Utilities Corp

Item 1(b) - Address of Issuer's Principal Executive Offices:

909 Silver Lake Boulevard
Dover, Delaware 19904

Item 2(a) - Name of Person Filing:

The Vanguard Group - 23-1945930

Item 2(b) – Address of Principal Business Office or, if none, residence:

100 Vanguard Blvd.
Malvern, PA 19355

Item 2(c) – Citizenship:

Pennsylvania

Item 2(d) - Title of Class of Securities:

Common Stock

Item 2(e) - CUSIP Number

165303108

Item 3 - Type of Filing:

This statement is being filed pursuant to Rule 13d-1. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

Item 4 - Ownership:

(a) Amount Beneficially Owned:

1,074,976

(b) Percent of Class:

6.55%

(c) Number of shares as to which such person has:

(i) sole power to vote or direct to vote: 33,547

(ii) shared power to vote or direct to vote: 7,541

(iii) sole power to dispose of or to direct the disposition of: 1,035,882

(iv) shared power to dispose or to direct the disposition of: 39,094

Comments:

Item 5 - Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following ☐

Item 6 - Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable

Item 7 - Identification and Classification of the Subsidiary Which Acquired The Security Being Reported on by the Parent Holding Company:

See Attached Appendix A

Item 8 - Identification and Classification of Members of Group:

Not applicable

Item 9 - Notice of Dissolution of Group:

Not applicable

Item 10 - Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2020

By /s/ Christine M. Buchanan
Name: Christine M. Buchanan
Title: Principal

Appendix A

Vanguard Fiduciary Trust Company ("VFTC"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 31,553 shares or 0.19% of the Common Stock outstanding of the Company as a result of its serving as investment manager of collective trust accounts.

Vanguard Investments Australia, Ltd. ("VIA"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 9,535 shares or 0.05% of the Common Stock outstanding of the Company as a result of its serving as investment manager of Australian investment offerings.

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934
(Amendment No.: 7)*

Name of issuer: Comcast Corp

Title of Class of Securities: Common Stock

CUSIP Number: 20030N101

Date of Event Which Requires Filing of this Statement: **December 31, 2019**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on the following page(s))

CUSIP No.: 20030N101

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Vanguard Group - 23-1945930

2. CHECK THE APPROPRIATE [LINE] IF A MEMBER OF A GROUP

A. B. X

3. SEC USE ONLY

4. CITIZENSHIP OF PLACE OF ORGANIZATION

Pennsylvania

(For questions 5-8, report the number of shares beneficially owned by each reporting person with:)

5. SOLE VOTING POWER

6,874,328

6. SHARED VOTING POWER

1,257,774

7. SOLE DISPOSITIVE POWER

395,661,666

8. SHARED DISPOSITIVE POWER

7,704,938

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

403,366,604

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.88%

12. TYPE OF REPORTING PERSON

IA

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G
Under the Securities Act of 1934

Item 1(a) - Name of Issuer:

Comcast Corp

Item 1(b) - Address of Issuer's Principal Executive Offices:

One Comcast Center
Philadelphia, PA 19103-2838

Item 2(a) - Name of Person Filing:

The Vanguard Group - 23-1945930

Item 2(b) – Address of Principal Business Office or, if none, residence:

100 Vanguard Blvd.
Malvern, PA 19355

Item 2(c) – Citizenship:

Pennsylvania

Item 2(d) - Title of Class of Securities:

Common Stock

Item 2(e) - CUSIP Number

20030N101

Item 3 - Type of Filing:

This statement is being filed pursuant to Rule 13d-1. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

Item 4 - Ownership:

(a) Amount Beneficially Owned:

403,366,604

(b) Percent of Class:

8.88%

(c) Number of shares as to which such person has:

(i) sole power to vote or direct to vote: 6,874,328

(ii) shared power to vote or direct to vote: 1,257,774

(iii) sole power to dispose of or to direct the disposition of: 395,661,666

(iv) shared power to dispose or to direct the disposition of: 7,704,938

Comments:

Item 5 - Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following ☐

Item 6 - Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable

Item 7 - Identification and Classification of the Subsidiary Which Acquired The Security Being Reported on by the Parent Holding Company:

See Attached Appendix A

Item 8 - Identification and Classification of Members of Group:

Not applicable

Item 9 - Notice of Dissolution of Group:

Not applicable

Item 10 - Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2020

By /s/ Christine M. Buchanan
Name: Christine M. Buchanan
Title: Principal

Appendix A

Vanguard Fiduciary Trust Company ("VFTC"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 5,258,924 shares or 0.11% of the Common Stock outstanding of the Company as a result of its serving as investment manager of collective trust accounts.

Vanguard Investments Australia, Ltd. ("VIA"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 3,981,290 shares or 0.08% of the Common Stock outstanding of the Company as a result of its serving as investment manager of Australian investment offerings.

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934
(Amendment No.: 6)*

Name of issuer: Exelon Corp

Title of Class of Securities: Common Stock

CUSIP Number: 30161N101

Date of Event Which Requires Filing of this Statement: **December 31, 2019**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on the following page(s))

CUSIP No.: 30161N101

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Vanguard Group - 23-1945930

2. CHECK THE APPROPRIATE [LINE] IF A MEMBER OF A GROUP

A. B. X

3. SEC USE ONLY

4. CITIZENSHIP OF PLACE OF ORGANIZATION

Pennsylvania

(For questions 5-8, report the number of shares beneficially owned by each reporting person with:)

5. SOLE VOTING POWER

1,426,705

6. SHARED VOTING POWER

278,313

7. SOLE DISPOSITIVE POWER

82,656,383

8. SHARED DISPOSITIVE POWER

1,633,136

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

84,289,519

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.69%

12. TYPE OF REPORTING PERSON

IA

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G
Under the Securities Act of 1934

Item 1(a) - Name of Issuer:

Exelon Corp

Item 1(b) - Address of Issuer's Principal Executive Offices:

10 South Dearborn Street
P.O. Box 805379
Chicago, Illinois 60680

Item 2(a) - Name of Person Filing:

The Vanguard Group - 23-1945930

Item 2(b) – Address of Principal Business Office or, if none, residence:

100 Vanguard Blvd.
Malvern, PA 19355

Item 2(c) – Citizenship:

Pennsylvania

Item 2(d) - Title of Class of Securities:

Common Stock

Item 2(e) - CUSIP Number

30161N101

Item 3 - Type of Filing:

This statement is being filed pursuant to Rule 13d-1. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

Item 4 - Ownership:

(a) Amount Beneficially Owned:

84,289,519

(b) Percent of Class:

8.69%

(c) Number of shares as to which such person has:

(i) sole power to vote or direct to vote: 1,426,705

(ii) shared power to vote or direct to vote: 278,313

(iii) sole power to dispose of or to direct the disposition of: 82,656,383

(iv) shared power to dispose or to direct the disposition of: 1,633,136

Comments:

Item 5 - Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following ☐

Item 6 - Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable

Item 7 - Identification and Classification of the Subsidiary Which Acquired The Security Being Reported on by the Parent Holding Company:

See Attached Appendix A

Item 8 - Identification and Classification of Members of Group:

Not applicable

Item 9 - Notice of Dissolution of Group:

Not applicable

Item 10 - Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2020

By /s/ Christine M. Buchanan
Name: Christine M. Buchanan
Title: Principal

Appendix A

Vanguard Fiduciary Trust Company ("VFTC"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 1,099,068 shares or 0.11% of the Common Stock outstanding of the Company as a result of its serving as investment manager of collective trust accounts.

Vanguard Investments Australia, Ltd. ("VIA"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 845,267 shares or 0.08% of the Common Stock outstanding of the Company as a result of its serving as investment manager of Australian investment offerings.

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934
(Amendment No.: 2)*

Name of issuer: Middlesex Water Co

Title of Class of Securities: Common Stock

CUSIP Number: 596680108

Date of Event Which Requires Filing of this Statement: **December 31, 2019**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on the following page(s))

CUSIP No.: 596680108

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Vanguard Group - 23-1945930

2. CHECK THE APPROPRIATE [LINE] IF A MEMBER OF A GROUP

A. B. X

3. SEC USE ONLY

4. CITIZENSHIP OF PLACE OF ORGANIZATION

Pennsylvania

(For questions 5-8, report the number of shares beneficially owned by each reporting person with:)

5. SOLE VOTING POWER

32,417

6. SHARED VOTING POWER

9,600

7. SOLE DISPOSITIVE POWER

1,033,942

8. SHARED DISPOSITIVE POWER

39,354

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,073,296

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.15%

12. TYPE OF REPORTING PERSON

IA

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G
Under the Securities Act of 1934

Item 1(a) - Name of Issuer:

Middlesex Water Co

Item 1(b) - Address of Issuer's Principal Executive Offices:

1500 Ronson Road
Iselin, New Jersey 08830

Item 2(a) - Name of Person Filing:

The Vanguard Group - 23-1945930

Item 2(b) – Address of Principal Business Office or, if none, residence:

100 Vanguard Blvd.
Malvern, PA 19355

Item 2(c) – Citizenship:

Pennsylvania

Item 2(d) - Title of Class of Securities:

Common Stock

Item 2(e) - CUSIP Number

596680108

Item 3 - Type of Filing:

This statement is being filed pursuant to Rule 13d-1. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

Item 4 - Ownership:

(a) Amount Beneficially Owned:

1,073,296

(b) Percent of Class:

6.15%

(c) Number of shares as to which such person has:

(i) sole power to vote or direct to vote: 32,417

(ii) shared power to vote or direct to vote: 9,600

(iii) sole power to dispose of or to direct the disposition of: 1,033,942

(iv) shared power to dispose or to direct the disposition of: 39,354

Comments:

Item 5 - Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following ☐

Item 6 - Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable

Item 7 - Identification and Classification of the Subsidiary Which Acquired The Security Being Reported on by the Parent Holding Company:

See Attached Appendix A

Item 8 - Identification and Classification of Members of Group:

Not applicable

Item 9 - Notice of Dissolution of Group:

Not applicable

Item 10 - Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2020

By /s/ Christine M. Buchanan
Name: Christine M. Buchanan
Title: Principal

Appendix A

Vanguard Fiduciary Trust Company ("VFTC"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 29,754 shares or 0.17% of the Common Stock outstanding of the Company as a result of its serving as investment manager of collective trust accounts.

Vanguard Investments Australia, Ltd. ("VIA"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 12,263 shares or 0.07% of the Common Stock outstanding of the Company as a result of its serving as investment manager of Australian investment offerings.

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934
(Amendment No.: 5)*

Name of issuer: Verizon Communications Inc

Title of Class of Securities: Common Stock

CUSIP Number: 92343V104

Date of Event Which Requires Filing of this Statement: **December 31, 2019**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on the following page(s))

CUSIP No.: 92343V104

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Vanguard Group - 23-1945930

2. CHECK THE APPROPRIATE [LINE] IF A MEMBER OF A GROUP

A. B. X

3. SEC USE ONLY

4. CITIZENSHIP OF PLACE OF ORGANIZATION

Pennsylvania

(For questions 5-8, report the number of shares beneficially owned by each reporting person with:)

5. SOLE VOTING POWER

6,141,837

6. SHARED VOTING POWER

1,239,300

7. SOLE DISPOSITIVE POWER

321,318,950

8. SHARED DISPOSITIVE POWER

7,004,067

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

328,323,017

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.93%

12. TYPE OF REPORTING PERSON

IA

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G
Under the Securities Act of 1934

Item 1(a) - Name of Issuer:

Verizon Communications Inc

Item 1(b) - Address of Issuer's Principal Executive Offices:

1095 Avenue of the Americas
New York, New York 10036

Item 2(a) - Name of Person Filing:

The Vanguard Group - 23-1945930

Item 2(b) – Address of Principal Business Office or, if none, residence:

100 Vanguard Blvd.
Malvern, PA 19355

Item 2(c) – Citizenship:

Pennsylvania

Item 2(d) - Title of Class of Securities:

Common Stock

Item 2(e) - CUSIP Number

92343V104

Item 3 - Type of Filing:

This statement is being filed pursuant to Rule 13d-1. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

Item 4 - Ownership:

(a) Amount Beneficially Owned:

328,323,017

(b) Percent of Class:

7.93%

(c) Number of shares as to which such person has:

(i) sole power to vote or direct to vote: 6,141,837

(ii) shared power to vote or direct to vote: 1,239,300

(iii) sole power to dispose of or to direct the disposition of: 321,318,950

(iv) shared power to dispose or to direct the disposition of: 7,004,067

Comments:

Item 5 - Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following ☐

Item 6 - Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable

Item 7 - Identification and Classification of the Subsidiary Which Acquired The Security Being Reported on by the Parent Holding Company:

See Attached Appendix A

Item 8 - Identification and Classification of Members of Group:

Not applicable

Item 9 - Notice of Dissolution of Group:

Not applicable

Item 10 - Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2020

By /s/ Christine M. Buchanan
Name: Christine M. Buchanan
Title: Principal

Appendix A

Vanguard Fiduciary Trust Company ("VFTC"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 4,676,305 shares or 0.11% of the Common Stock outstanding of the Company as a result of its serving as investment manager of collective trust accounts.

Vanguard Investments Australia, Ltd. ("VIA"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 3,720,397 shares or 0.08% of the Common Stock outstanding of the Company as a result of its serving as investment manager of Australian investment offerings.

EXHIBIT D

[FERC Authorization]

168 FERC ¶ 62,081
UNITED STATES OF AMERICA
FEDERAL ENERGY REGULATORY COMMISSION

The Vanguard Group, Inc. Docket No. EC19-57-000
Vanguard Global Advisors, LLC
Vanguard Asset Management, Ltd.
Vanguard Investments Australia Ltd.
Vanguard Fiduciary Trust Company
Affiliated Investment Companies and Applicant Funds

ORDER GRANTING BLANKET AUTHORIZATIONS

(Issued August 9, 2019)

On February 15, 2019, The Vanguard Group, Inc., (Vanguard Group), along with its advisory subsidiaries Vanguard Global Advisors, LLC, Vanguard Asset Management, Ltd., Vanguard Investments Australia Ltd., Vanguard Fiduciary Trust Company (Vanguard Group Subsidiaries), its 37 Affiliated Investment Companies, and its affiliated mutual funds and other investment funds (Applicant Funds) (together, Applicants) filed an application pursuant to section 203(a)(2) of the Federal Power Act (FPA)[1] requesting blanket authorizations to acquire under certain circumstances the voting securities of any individual publicly traded U.S. utility, either up to 20 percent ownership in aggregate by Applicants or up to 10 percent ownership by any individual Vanguard fund (Proposed Transaction).

Applicants state that Vanguard Group and its affiliates (collectively, Vanguard) are a leading mutual fund complex with approximately $5 trillion in assets under management. Applicants state that Vanguard's products include United States registered mutual funds, non-United States funds and collective investment trusts (all of which are included in the Applicant Funds). Applicants represent that Vanguard Group is wholly and jointly owned by 37 investment companies registered under the Investment Company Act of 1940, as amended.[2] Applicants state that Vanguard Group is registered as a

[1] 16 U.S.C. § 824b (2012).

[2] 15 U.S.C. § 80a-1, *et seq* (1940 Investment Company Act). The investment companies are listed in Application, Att. 1.

transfer agent under the Securities Exchange Act of 1934, as amended.[3] Applicants submit that Vanguard Group has no shareholders other than the 37 investment companies and is wholly and jointly owned by various investment companies. Applicants state that Vanguard Group and the Vanguard Group Subsidiaries manage and provide investment advisory services to the Applicant Funds.

Applicants state that Applicant Funds (through intermediaries, the Vanguard Mutual Funds) make investments in securities, including in utility securities, on behalf of their fund investors exclusively for investment purposes, and not for the purpose of managing, controlling, or entering into business transactions with portfolio companies (including any companies that own or control a publicly traded utility). Applicants divide the Applicant Funds into two broad categories: (1) funds that seek to track the performance of a specified third-party reference index, and are therefore passively managed because investment decisions are not based on Vanguard Group's investment judgment (Vanguard Index Funds); and (2) funds that are managed according to traditional methods of active investment management, involving the buying and selling of securities based on economic, financial and market analyses and investment judgment (Vanguard Active Funds). Applicants represent that Vanguard Group or a Vanguard Group Subsidiary acts as the investment adviser for all of the Vanguard Index Funds. According to Applicants, Vanguard Active Funds are primarily managed by unaffiliated, third-party investment managers.

Applicants state that the Vanguard Mutual Funds are each governed by a Board consisting of 11 members, whose members are also on the Board of Vanguard Group. Applicants state that 10 of the 11 members of each Board are independent trustees as defined in the 1940 Investment Company Act, who, apart from any personal investments they may choose to make as private individuals, have no affiliation with either Vanguard or the funds they oversee. Applicants state that the Vanguard Mutual Funds' Boards retain voting authority with respect to the portfolio securities they own. Applicants represent that Vanguard Group otherwise administers the voting process on behalf of each of the Applicant Funds and votes the equity securities held by each fund pursuant to that fund's proxy voting procedures and guidelines.

Applicants request all necessary authorizations under FPA section 203(a)(2) for Vanguard Group and the Vanguard Group Subsidiaries to hold, to prospectively acquire, and to administer the voting process on behalf of the Affiliated Investment Companies and Applicant Funds with respect to the voting securities of any "public utility," "electric utility company," "transmitting utility," or "holding company in a holding company system that includes a transmitting utility, or an electric utility company" as those terms are used in FPA section 203.

[3] 15 U.S.C. § 78a, *et seq* (1934 Securities Exchange Act).

Applicants state that the requested authorizations would be subject to the following conditions:

- Pursuant to the requested authorizations, the Applicants will acquire only the voting securities of utilities whose voting securities (including American Depositary Receipts) are traded on U.S. public exchanges, including the New York Stock Exchange, the American Stock Exchange and the NASDAQ (all such utilities, U.S. Traded Utilities).

- Pursuant to the requested authorizations, the Applicants will not acquire ownership or control in the aggregate of more than 20 percent of the voting securities of any individual U.S. Traded Utility. No individual Applicant Fund will acquire ownership of 10 percent or more of the voting securities of any U.S. Traded Utility.

- In any situation where the Applicants collectively own or control five percent or more of the voting securities of a U.S. Traded Utility, the required reporting entities will file Schedule 13Gs with the Securities and Exchange Commission (SEC) pursuant to the 1934 Securities Exchange Act and will remain eligible to file a Schedule 13G with respect to their beneficial ownership of the voting securities of such U.S. Traded Utility.[4]

In all cases, the Applicants commit not to exercise any control over the day-to-day management or operations of any U.S. Traded Utility whose voting securities are acquired pursuant to the authorizations requested in this application, except pursuant to separate authorizations under FPA section 203.

Applicants request that the Commission grant the blanket authorizations for a period of three years, consistent with Commission precedent. Applicants also request that any newly established Vanguard investment management company or investment fund receive the benefit of the blanket authorizations granted by the Commission pursuant to this application, on the condition that: (1) any such investment management company meets all of the conditions applicable to the Affiliated Investment Companies pursuant to this application; (2) any such investment fund meets all of the conditions applicable to the Applicant Funds pursuant to this application; and (3) Vanguard Group files a notice of any new entity that is to receive the benefit of blanket authorization

[4] SEC Schedule 13G is used to report ownership of stock which exceeds five percent of a company's total stock issue. Applicants note that under SEC rules the filer of Schedule 13G must have no intention (and its holdings and actions have no material effect) of changing or influencing the control of the issuer.

within 45 days after the end of the calendar quarter during which it is intended that such authorization shall have attached, including (a) the name, functions, and regulatory safeguards applicable to such entity, and (b) a reiteration of the Applicants' commitment not to acquire securities that will result in the transfer of control over a public utility.

Applicants submit that acquisitions of the securities of utilities pursuant to the blanket authorizations will not have an adverse effect on competition. Applicants state that their proposed conditions preclude them from purchasing or holding securities with the effect or for the purpose of exercising control or management of a U.S. Traded Utility, and thus they will not have the ability to control any generation or transmission facilities. Applicants therefore maintain that any acquisition of securities authorized pursuant to this Application will not convey any ability to control generation or transmission facilities, directly or indirectly.

Applicants represent that the acquisitions of utility securities pursuant to the blanket authorizations will have no adverse effect on the rates of wholesale electric service customers. Applicants state that the utilities in which they seek to invest will be selling electricity or provide transmission services either at market-based or cost-based rates. Applicants maintain that they will not acquire control over the day-to-day activities of any utility; nor will they have any role in the setting of rates by such entities, or any other actions affecting the prices at which power is transmitted or sold. Further, because the acquisitions of utility securities will be made in public markets, there would be no discrete impact on the cost structures of the issuer that might affect the development or setting of cost-based rates.

Applicants state that the acquisition of utility securities pursuant to the blanket authorizations will have no adverse impact on regulation, because it will not result in any change in the activities or corporate structure of a utility that might affect its jurisdictional status under either federal or state law.

Applicants verify that, based on facts and circumstances known to it or that are reasonably foreseeable, the Proposed Transaction will not result in any cross-subsidization of a non-utility associate company or pledge or encumbrance of utility assets for the benefit of an associate company, including: (1) any transfer of facilities between a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, and an associate company; (2) any new issuance of securities by a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, for the benefit of an associate company; (3) any new pledge or encumbrance of assets of a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, for the benefit of an associate company; or (4) any new affiliate contract between a non-utility associate company and a traditional public

utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, other than non-power goods and service agreements subject to review under sections 205 and 206 of the FPA.

The filing was noticed on February 19, 2019, with comments, protests, or interventions due on or before March 8, 2019. None were filed.

Information and/or systems connected to the bulk power system involved in these transactions may be subject to reliability and cybersecurity standards approved by the Commission pursuant to FPA section 215. Compliance with these standards is mandatory and enforceable regardless of the physical location of the affiliates or investors, information database, and operating systems. If affiliates, personnel or investors are not authorized for access to such information and/or systems connected to the bulk power system, a public utility is obligated to take the appropriate measures to deny access to this information and/or the equipment/software connected to the bulk power system. The mechanisms that deny access to information, procedures, software, equipment, etc., must comply with all applicable reliability and cybersecurity standards. The Commission, North American Electric Reliability Corporation or the relevant regional entity may audit compliance with reliability and cybersecurity standards.

When a controlling interest in a public utility is acquired by another company, whether a domestic company or a foreign company, the Commission's ability to adequately protect public utility customers against inappropriate cross-subsidization may be impaired absent access to the parent company's books and records. Section 301(c) of the FPA gives the Commission authority to examine the books and records of any person who controls, directly or indirectly, a jurisdictional public utility insofar as the books and records relate to transactions with or the business of such public utility. The approval of the Proposed Transaction is based on such examination ability.

Order No. 652 requires that sellers with market-based rate authority timely report to the Commission any change in status that would reflect a departure from the characteristics the Commission relied upon in granting market-based rate authority.[5] To the extent that a transaction authorized under FPA section 203 results in a change in status, sellers that have market-based rates are advised that they must comply with the requirements of Order No. 652.

After consideration, it is concluded that the Proposed Transaction is consistent

[5] *Reporting Requirement for Changes in Status for Public Utilities with Market-Based Rate Authority*, Order No. 652, 110 FERC ¶ 61,097, *order on reh'g*, 111 FERC ¶ 61,413 (2005).

with the public interest and is authorized, subject to the following conditions:[6]

(1) The blanket authorizations are hereby granted for a period of three years, subject to a 20 percent limit on the acquisition in aggregate by Applicants and a limit of less than 10 percent of the outstanding voting securities of a public utility in any single fund, as discussed above.

(2) The foregoing authorization is without prejudice to the authority of the Commission or any other regulatory body with respect to rates, service, accounts, valuation, estimates, or determinations of costs, or any other matter whatsoever now pending or which may come before the Commission.

(3) Nothing in this order shall be construed to imply acquiescence in any estimate or determination of costs or any valuation of property claimed or asserted.

(4) Applicants are subject to audit to determine whether they are in compliance with the representations, conditions and requirements upon which the authorizations are herein granted and with applicable Commission rules, regulations and policies. In the event of a violation, the Commission may take action within the scope of its oversight and enforcement authority.

(5) The Commission retains authority under sections 203(b) and 309 of the FPA to issue supplemental orders as appropriate.

(6) Applicants shall file with the Commission contemporaneous with filing at the SEC the Schedule 13G filings that are relevant to the authorizations granted in this order. Any changes in the information provided on the initial Schedule 13G must be reflected in an annual amended filing due within 45 days of the end of each calendar year. Applicants shall file with the Commission any comment letter or deficiency letters received from the SEC that concern Schedule 13G-related compliance audits conducted by the SEC. Such filings shall be made in this docket or in appropriate sub-dockets of this docket.

(7) Applicants shall file with the Commission on a quarterly basis, within 45 days of the end of the quarter, a report listing their holdings of utility voting securities, stated

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[6] The conditions proposed by Applicants are the same as those accepted by the Commission in other blanket authorizations granted to financial institutions. *See*, *e.g.*, *Goldman Sachs*, 134 FERC ¶ 61,227 at P 14 (finding that investment managers acting as fiduciaries may acquire less than 20 percent of a public utility per Schedule 13 reporting group and less than 10 percent of the outstanding voting securities per individual investment fund or individually managed account).

in terms of the number of shares held and as a percentage of the outstanding shares.

(8) If a new entity is to be covered by these blanket authorizations, Applicants must provide notice in a report with the name, functions, and regulatory safeguards applicable to that entity, as well as a reiteration of Applicants' commitment not to acquire securities that will result in a transfer of control of a public utility, on a quarterly basis, within 45 days of the end of the quarter.

(9) Applicants must inform the Commission, within 30 days, of any material change in circumstances that would reflect a departure from the facts, policies, and procedures the Commission relied upon in granting the request and specifying the terms and conditions under which the blanket authorization is set forth in section 33.1(c)(5) of the Commission's regulations will be available to them**.**

This action is taken pursuant to the authority delegated to the Director, Office of Energy Market Regulation, under 18 C.F.R. § 375.307 (2018). This order constitutes final agency action. Requests for rehearing by the Commission may be filed within 30 days of the date of issuance of this order, pursuant to 18 C.F.R. § 385.713 (2018).

Anna V. Cochrane, Director
Office of Energy Market Regulation

SCHEDULE 1

["Vanguard Trusts"]

1. Vanguard Admiral Funds
2. Vanguard Bond Index Funds
3. Vanguard California Tax-Free Funds
4. Vanguard Charlotte Funds
5. Vanguard Chester Funds
6. Vanguard Explorer Fund
7. Vanguard Fenway Funds
8. Vanguard Fixed Income Securities Funds
9. Vanguard Horizon Funds
10. Vanguard Index Funds
11. Vanguard Institutional Index Funds
12. Vanguard International Equity Index Funds
13. Vanguard Malvern Funds
14. Vanguard Massachusetts Tax-Exempt Funds
15. Vanguard Money Market Reserves
16. Vanguard Montgomery Funds
17. Vanguard Municipal Bond Funds
18. Vanguard New Jersey Tax-Free Funds
19. Vanguard New York Tax-Free Funds
20. Vanguard Ohio Tax-Free Funds
21. Vanguard Pennsylvania Tax-Free Funds
22. Vanguard Quantitative Funds
23. Vanguard Scottsdale Funds
24. Vanguard Specialized Funds
25. Vanguard STAR Funds
26. Vanguard Tax-Managed Funds
27. Vanguard Trustees' Equity Fund
28. Vanguard Valley Forge Funds
29. Vanguard Variable Insurance Funds
30. Vanguard Wellesley Income Fund
31. Vanguard Wellington Fund
32. Vanguard Whitehall Funds
33. Vanguard Windsor Funds
34. Vanguard World Fund

SCHEDULE 2 –<u>CONFIDENTIAL</u>

[Public Utility Ownership Table]

VERIFICATION

I, Pauline C. Scalvino, hereby certify under penalty of perjury that I am a Principal of The Vanguard Group, Inc., and in such capacity I am authorized to make this Verification of behalf of The Vanguard Group, Inc.; that I have reviewed the foregoing filing; and that the contents with respect to the Applicant are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 2nd day of November, 2020.

DocuSigned by:
Pauline Scalvino
66C8E53B00DB491...

Name: Pauline C. Scalvino
Title: Principal, The Vanguard Group, Inc.

CERTIFICATE OF SERVICE

Michael P. Maxwell, Esq. certifies that on November 2, 2020, true and correct copies of the foregoing APPLICATION OF THE VANGUARD GROUP, INC., ET AL. PURSUANT TO 26 DEL. C. § 215 PERTAINING TO THE DISCLAIMER OF CONTROL OF CERTAIN PUBLIC UTILITIES were served upon the parties listed below via Federal Express postage-prepaid and/or via electronic mail.

VIA FEDERAL EXPRESS AND ELECTRONIC MAIL

The Public Service Commission of Delaware
Attn: Matthew R. Hartigan
861 Silver Lake Blvd.
Cannon Building, Suite 100
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VIA ELECTRONIC MAIL

Delaware Division of the Public Advocate
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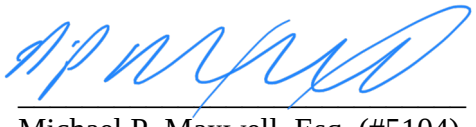

Michael P. Maxwell, Esq. (#5104)
Counsel to The Vanguard Group, Inc.